

MARVEL

PREMIERE
EDITION

ULTIMATE SPIDER-MAN®



**POWER AND
RESPONSIBILITY**

ULTIMATE SPIDER-MAN



POWER & RESPONSIBILITY



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STORY: BILL JEMAS & BRIAN MICHAEL BENDIS

WRITER: BRIAN MICHAEL BENDIS

PENCILS: MARK BAGLEY

INKS: ART THIBERT & DAN PANOSIAN

COLORS: STEVE BUCCELLATO, MARIE JAVINS,
COLORGRAPHIX & TRANSPARENCY DIGITAL

LETTERS: RICHARD STARKINGS & COMICRAFT

ASSISTANT EDITOR: BRIAN SMITH

EDITOR: RALPH MACCHIO

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SPECIAL THANKS TO SPRING HOTELING & CARRIE BEADLE

EDITOR IN CHIEF: AXEL ALONSO

CHIEF CREATIVE OFFICER: JOE QUESADA

PUBLISHER: DAN BUCKLEY

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CHAPTER 1: POWERLESS

CHAPTER 2: GROWING PAINS

CHAPTER 3: WANNABE

CHAPTER 4: WITH GREAT POWER

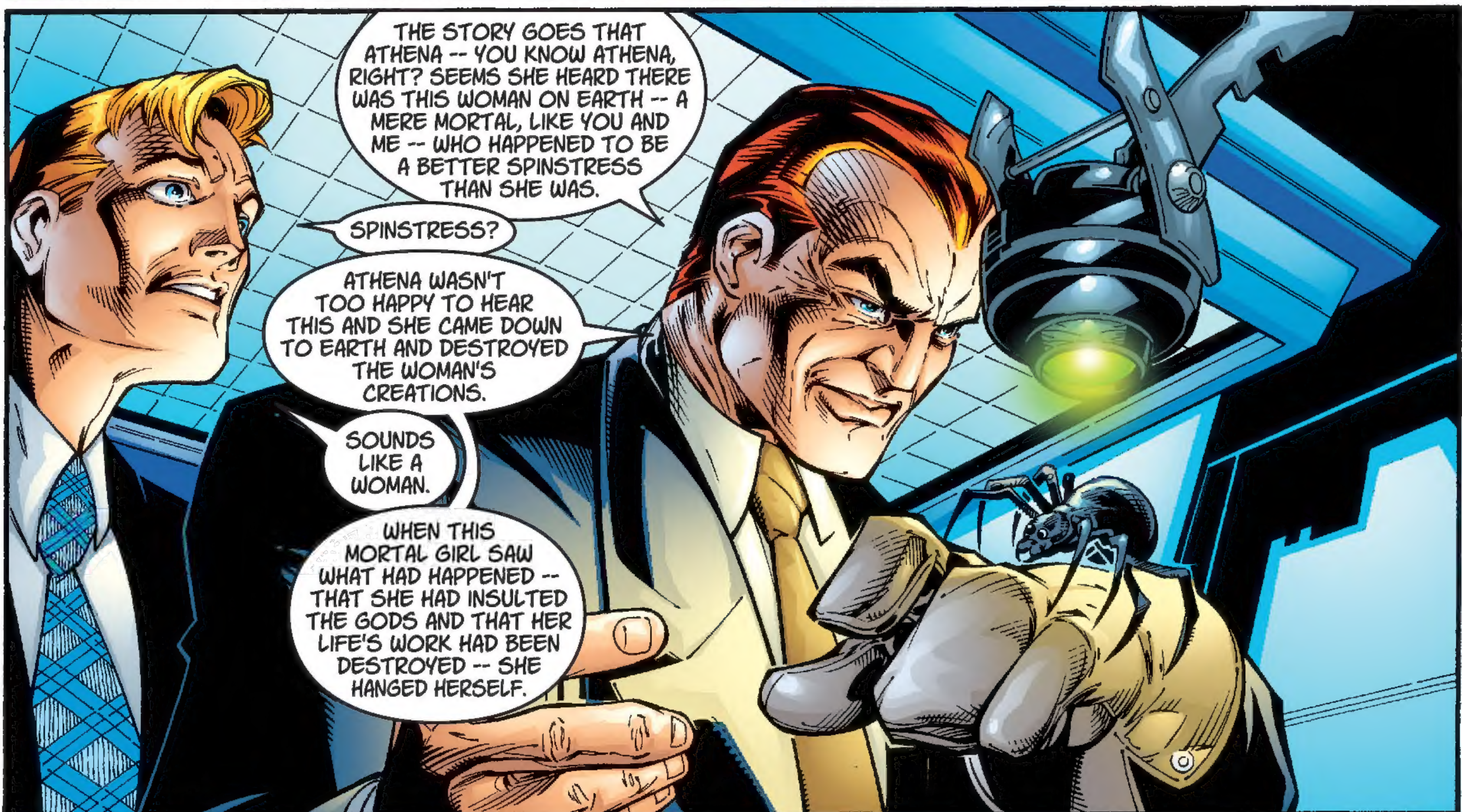
CHAPTER 5: LIFE LESSONS

CHAPTER 6: BIG TIME SUPER HERO

CHAPTER 7: REVELATIONS







STAN LEE PRESENTS

POWERLESS

OSBORN INDUSTRIES, MAIN LABORATORY FACILITY, LONG ISLAND, NEW YORK...

MR. OSBORN, YOUR LAWYER IS ON THE CELL PHONE. SAYS IT'S IMPORTANT.

IMPORTANT TO WHOM?

Based on the original story in Amazing Fantasy #15 by Stan Lee and Steve Ditko.

I TOLD YOU I DON'T WANT TO BE BOTHERED IN MY LAB. TELL HIM THERE IS NO ROOM TO NEGOTIATE. WHAT? NO. I SAID NO.

NO! NOW THAT YOU DISTURBED ME, LET ME DISTURB YOU.

LET ME TELL YOU WHAT "OZ" MEANS. OZ IS A WONDER DRUG. OZ IS MY MOST SIGNIFICANT INVENTION.

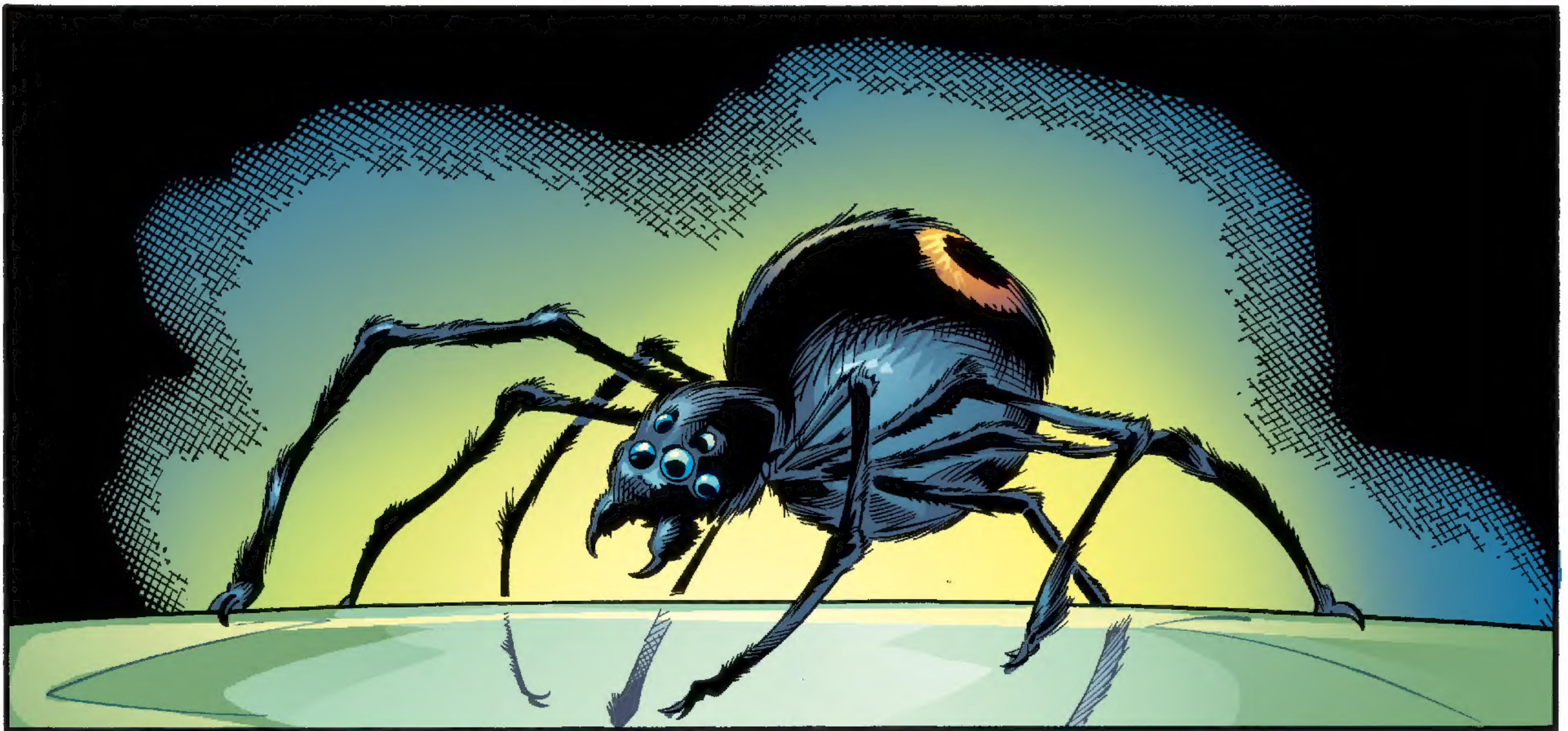
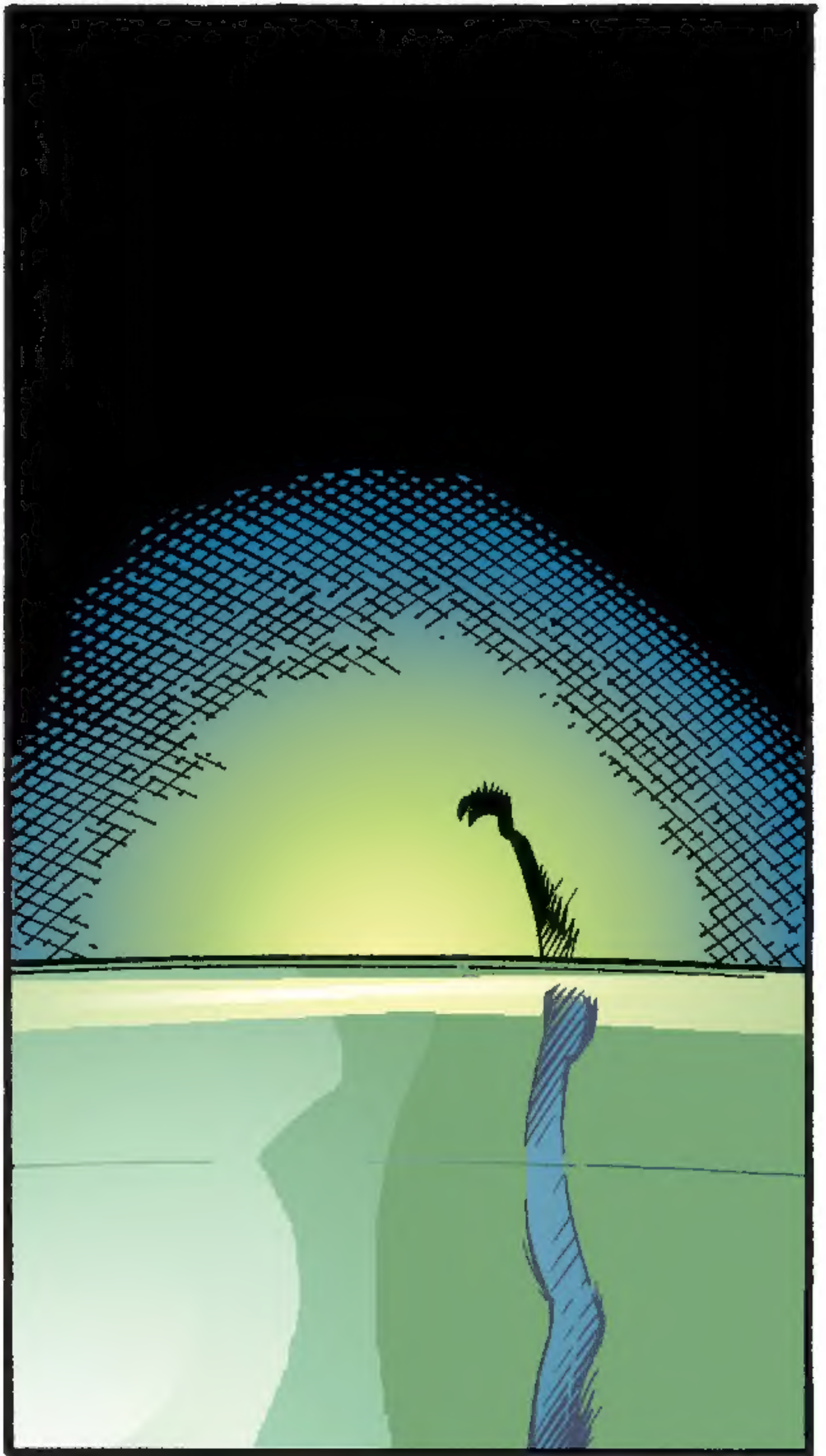
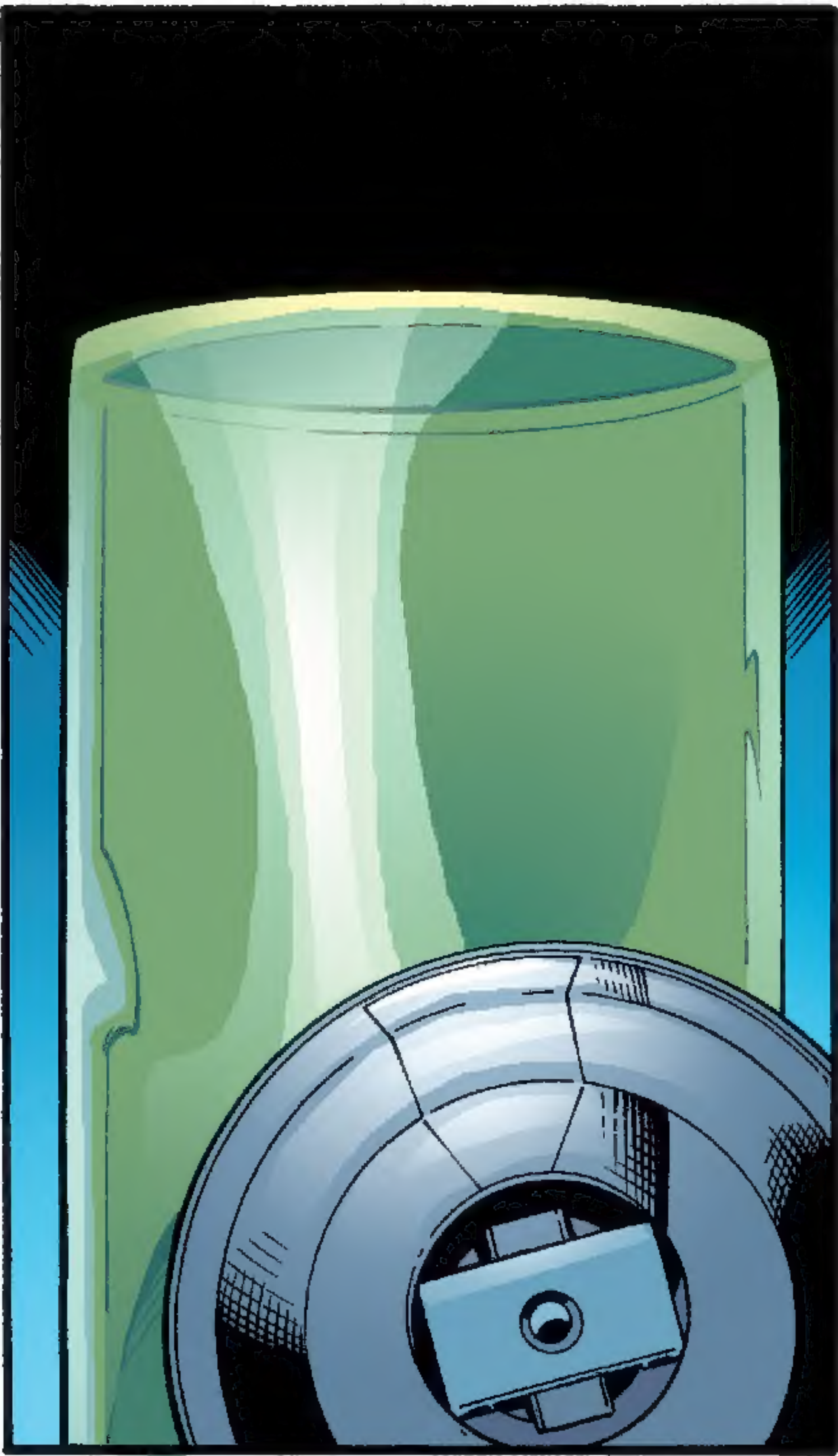
LET ME TELL YOU WHAT THIS NEW DISCOVERY IS GOING TO MEAN TO THE COUNTRY'S ECONOMY! YES -- YES.

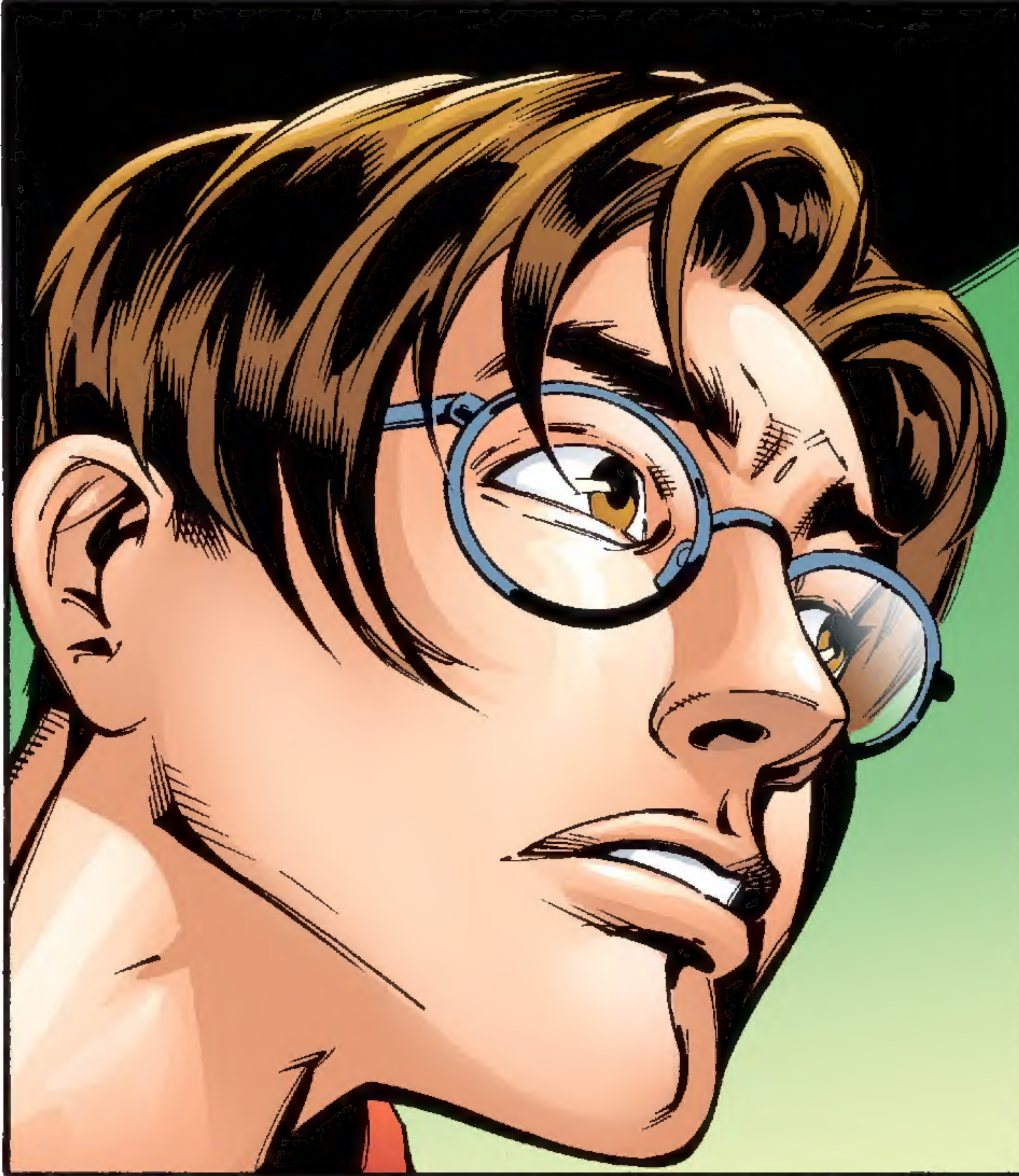
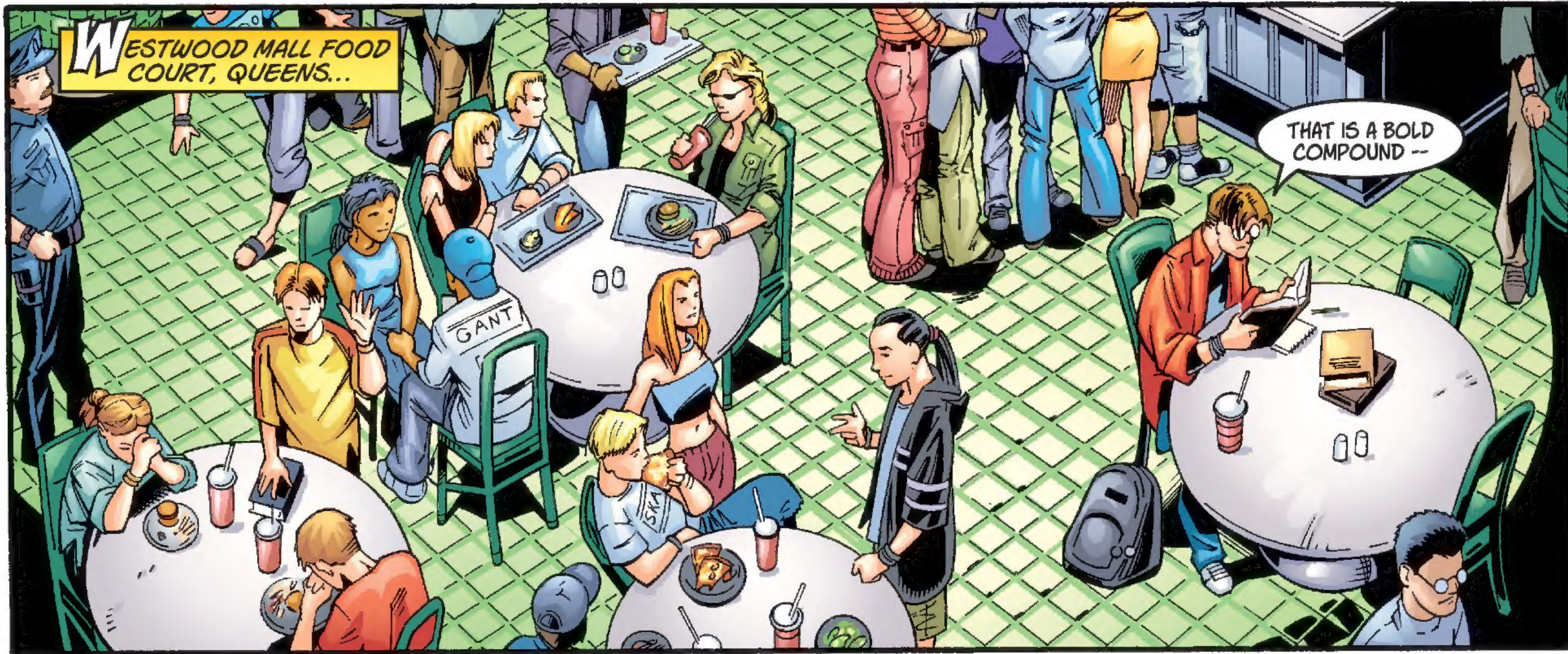
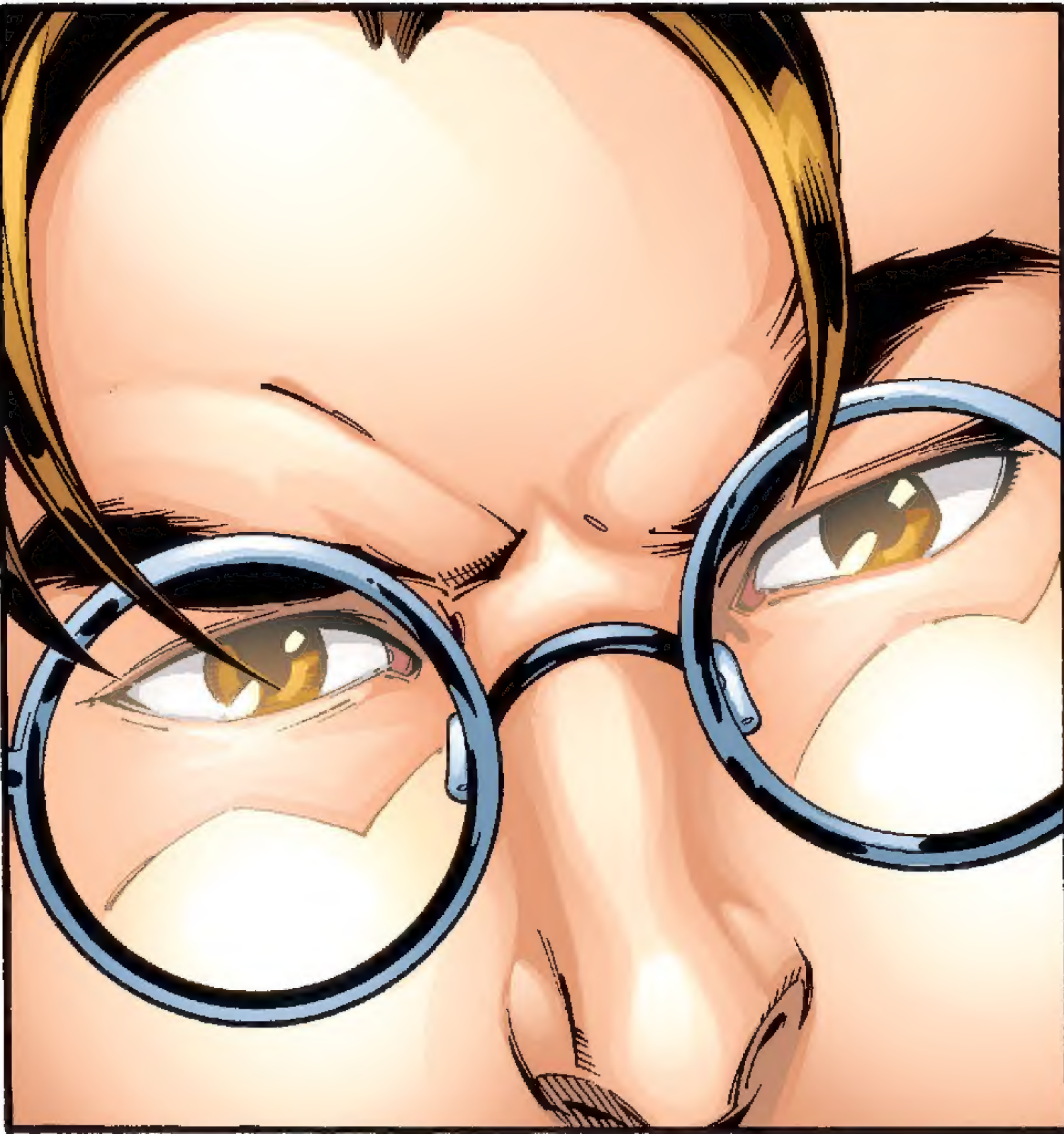
THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.

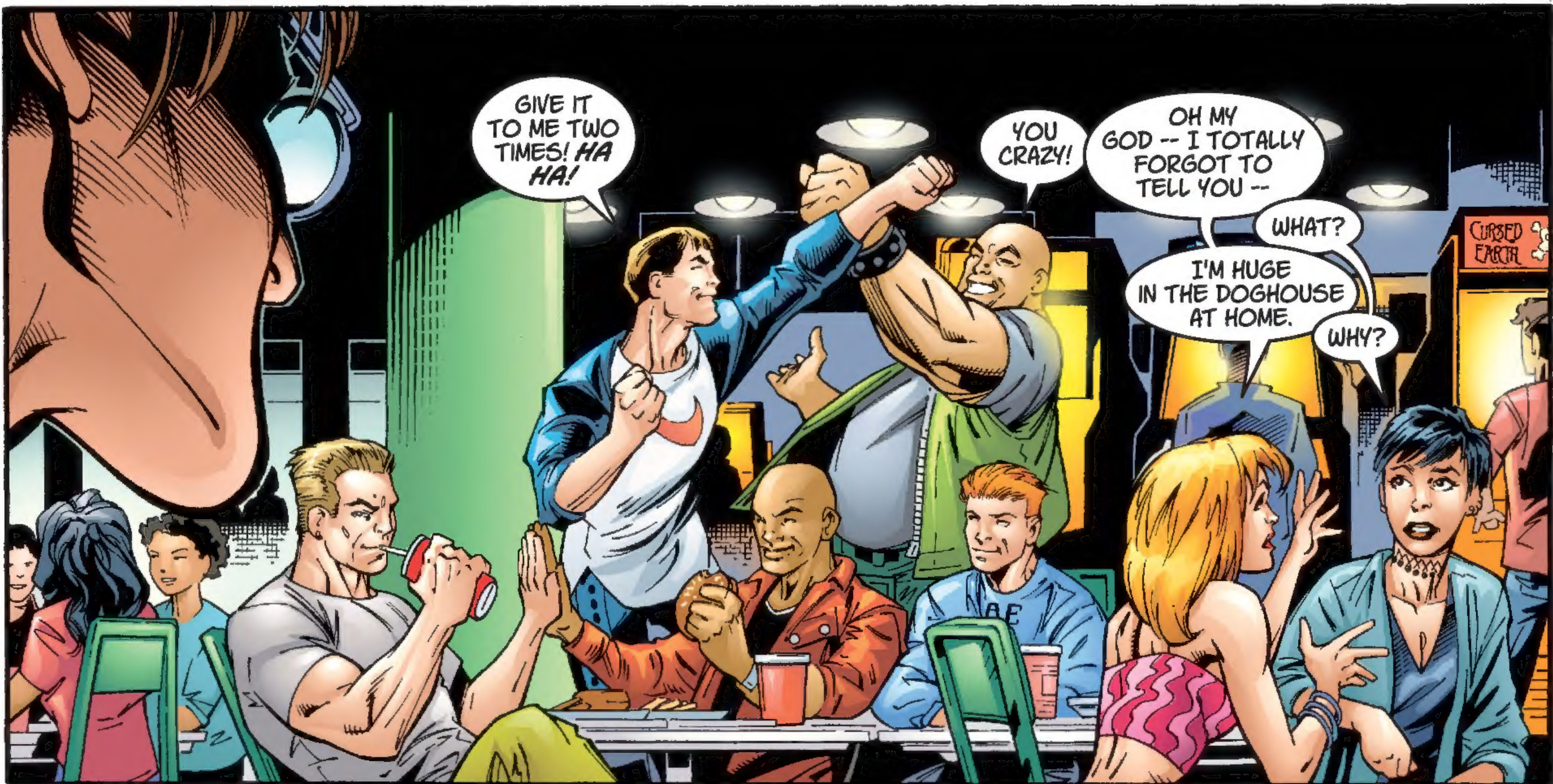
THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. I'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --

WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT. GOOD.

AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.







GIVE IT
TO ME TWO
TIMES! HA
HA!

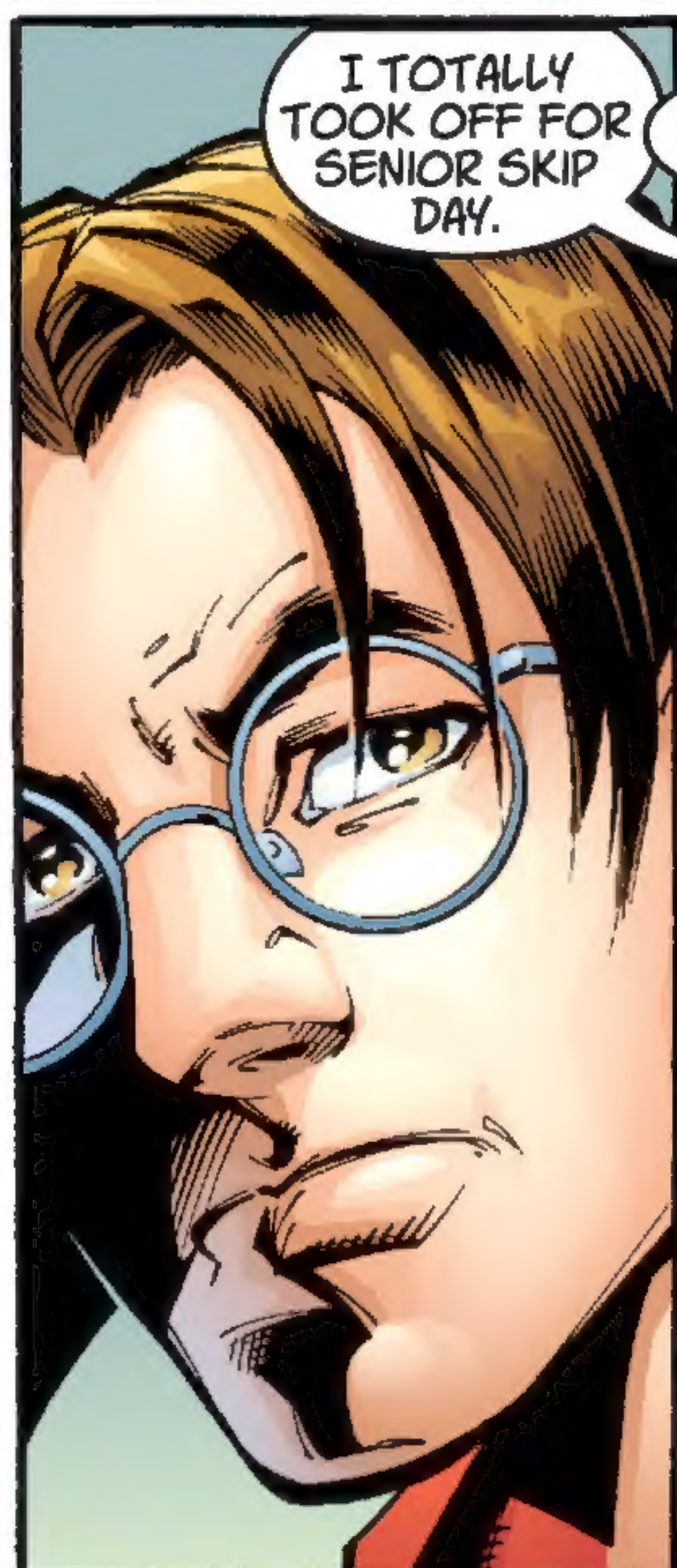
YOU
CRAZY!

OH MY
GOD -- I TOTALLY
FORGOT TO
TELL YOU --

WHAT?

I'M HUGE
IN THE DOGHOUSE
AT HOME.

WHY?



I TOTALLY
TOOK OFF FOR
SENIOR SKIP
DAY.

SO --

SO,
I'M TOTALLY
GROUNDED
AND --

WHY? EVERYBODY
SKIPPED FOR SENIOR
SKIP DAY.

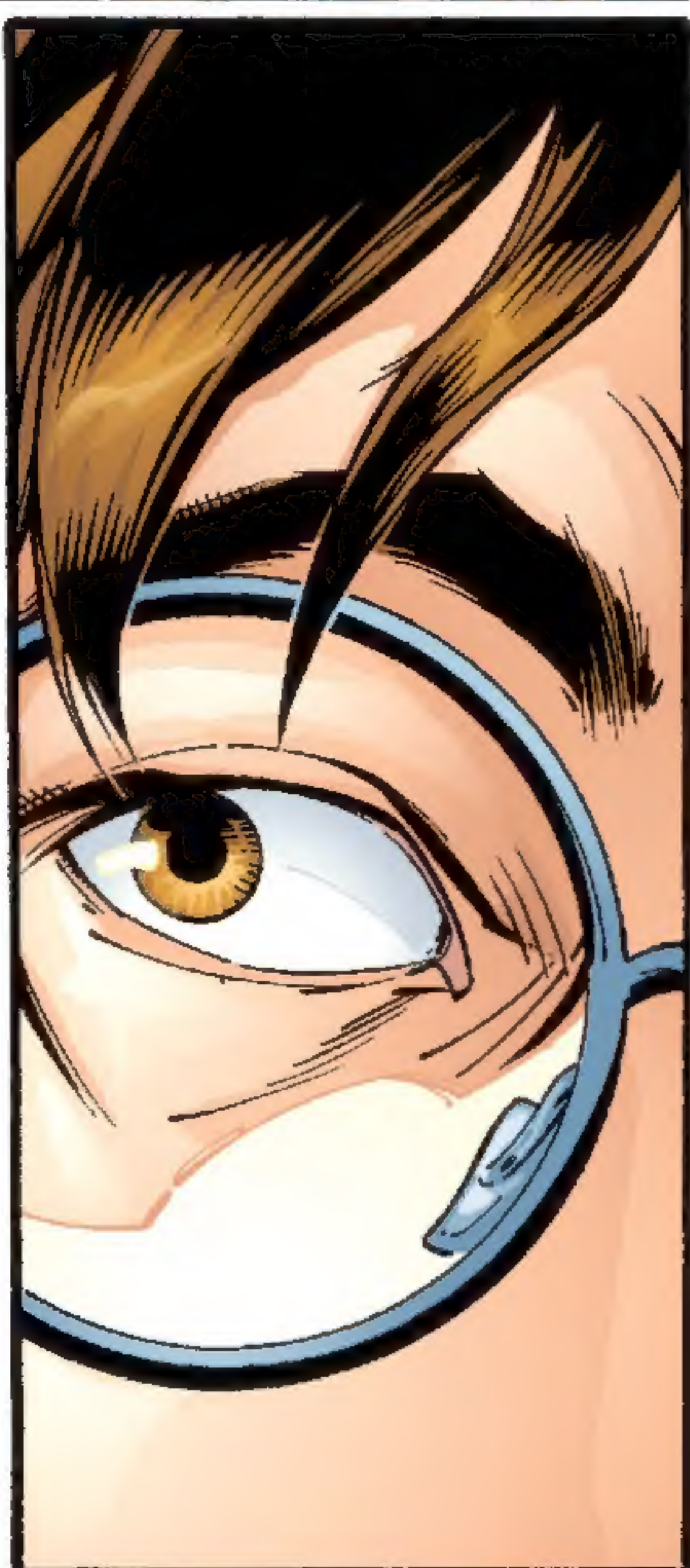
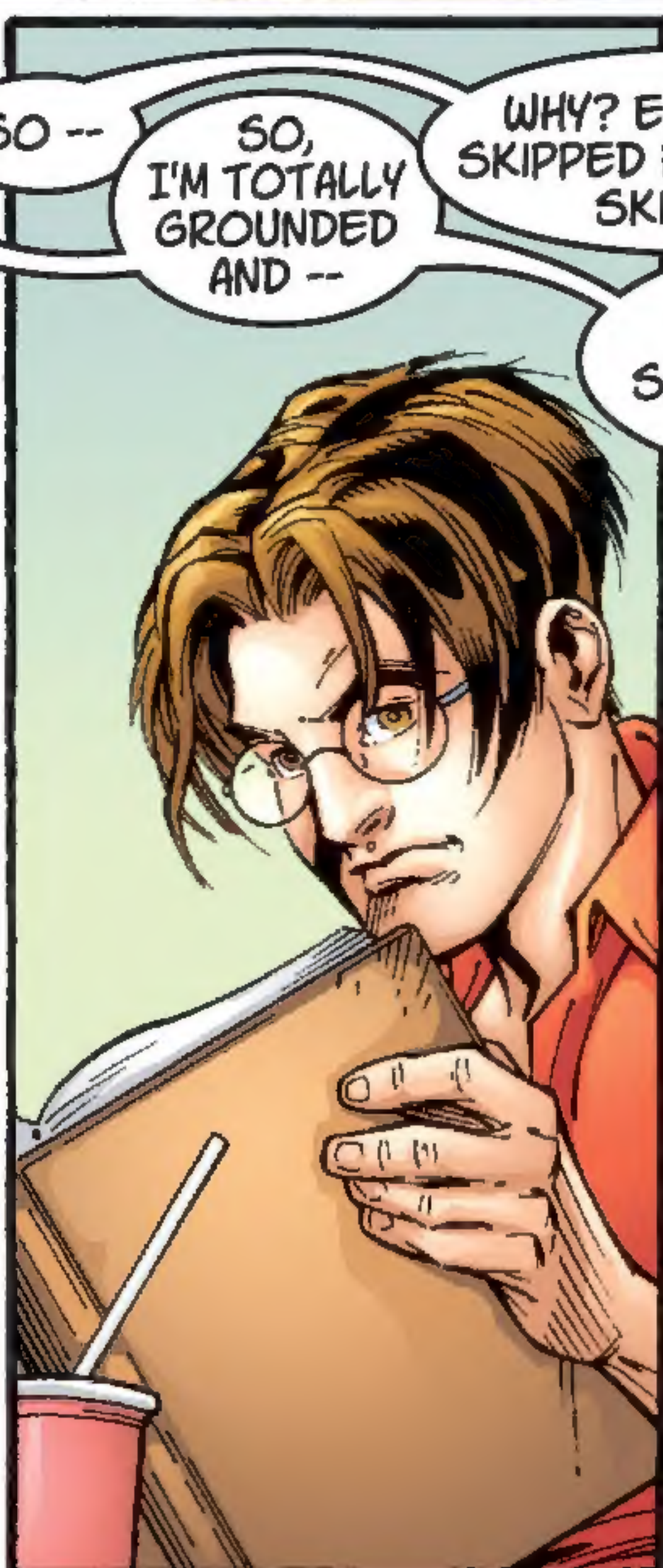
YEAH,
THEY CALLED IN
SICK. I JUST DIDN'T
SHOW UP.

YOU
DIDN'T CALL
IN?

I DIDN'T
CALL IN.

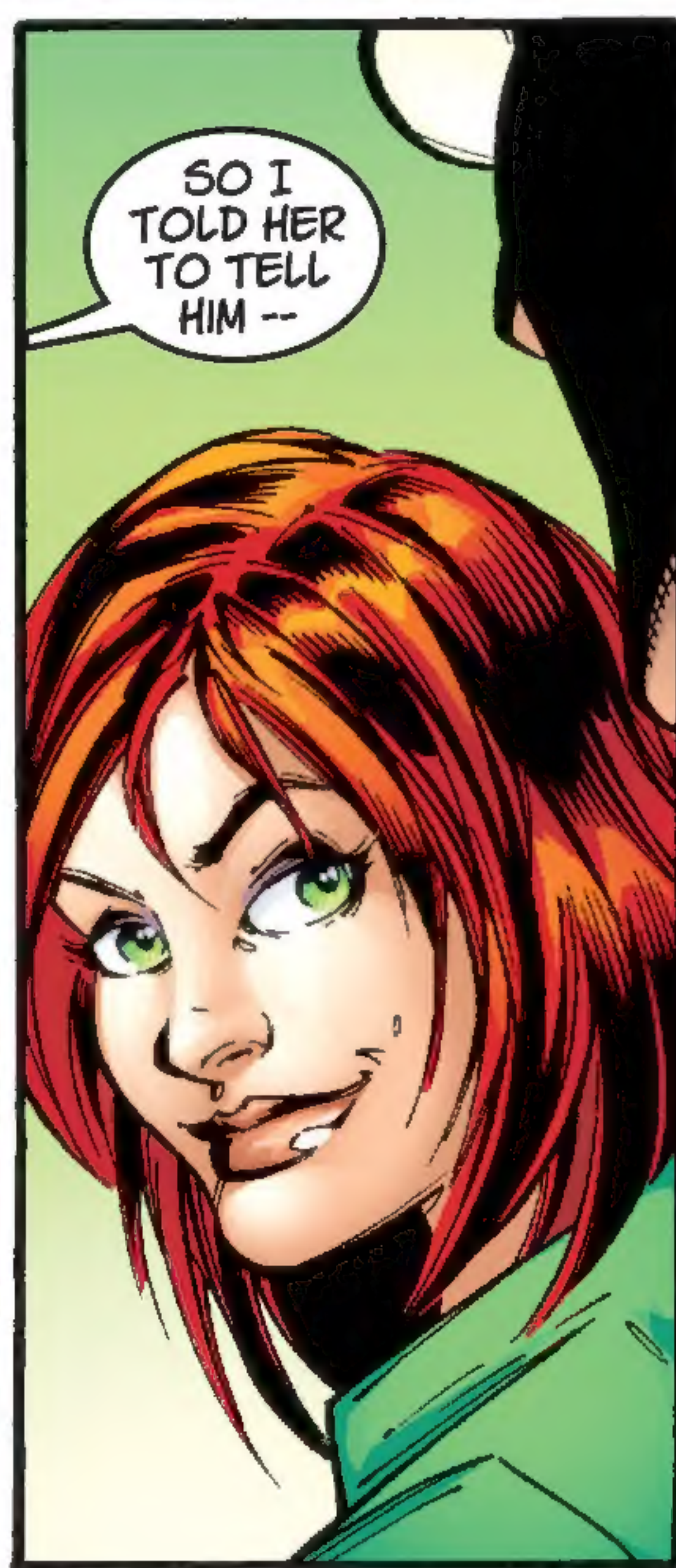
WELL --
DUH.

I KNOW.

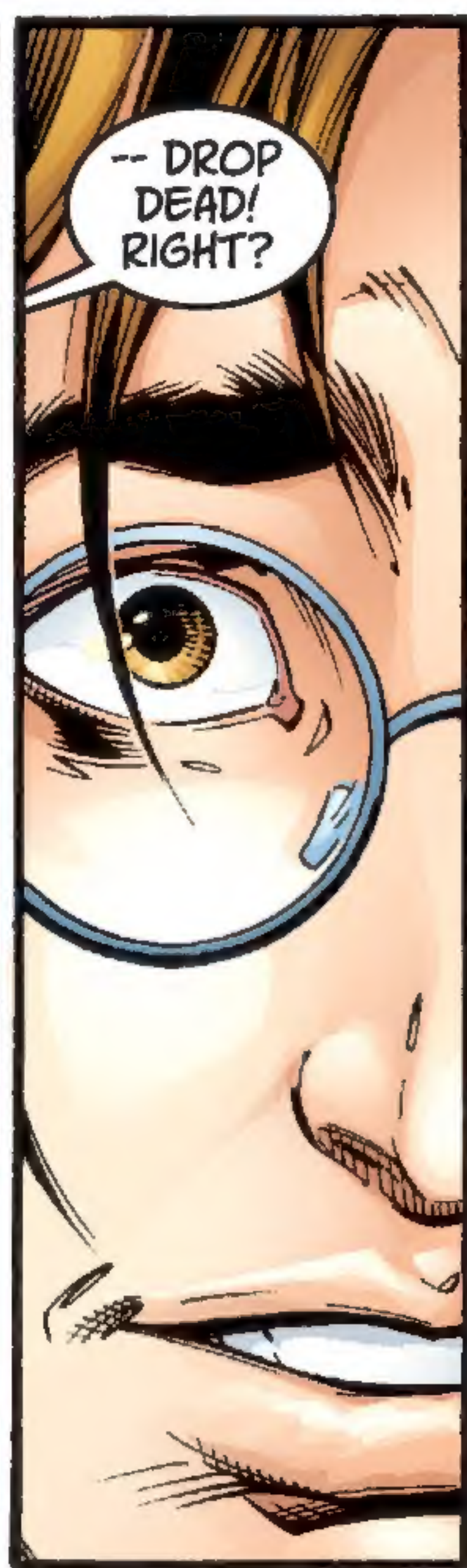


SO I
SAID: "WHAT DID
HE SAY?" SHE SAID
HE SAID HIS CELL
PHONE WAS BROKEN.
WHAT A DOG,
RIGHT?

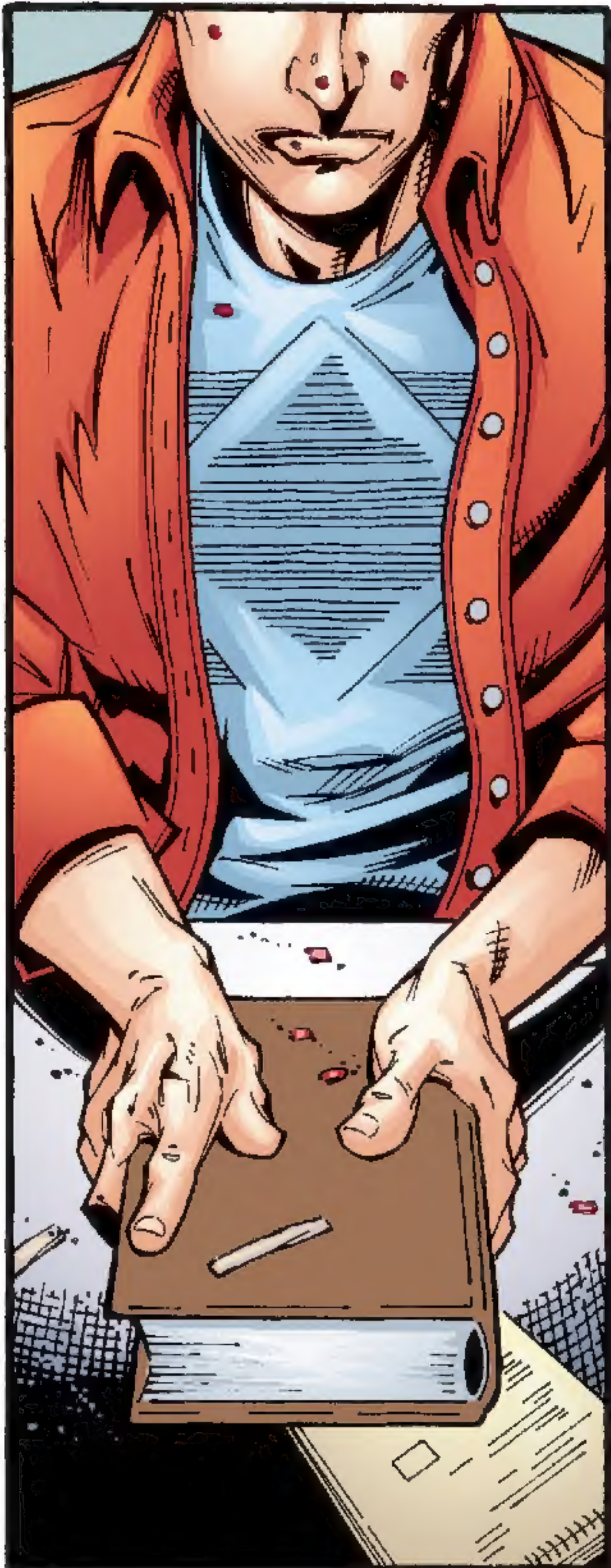
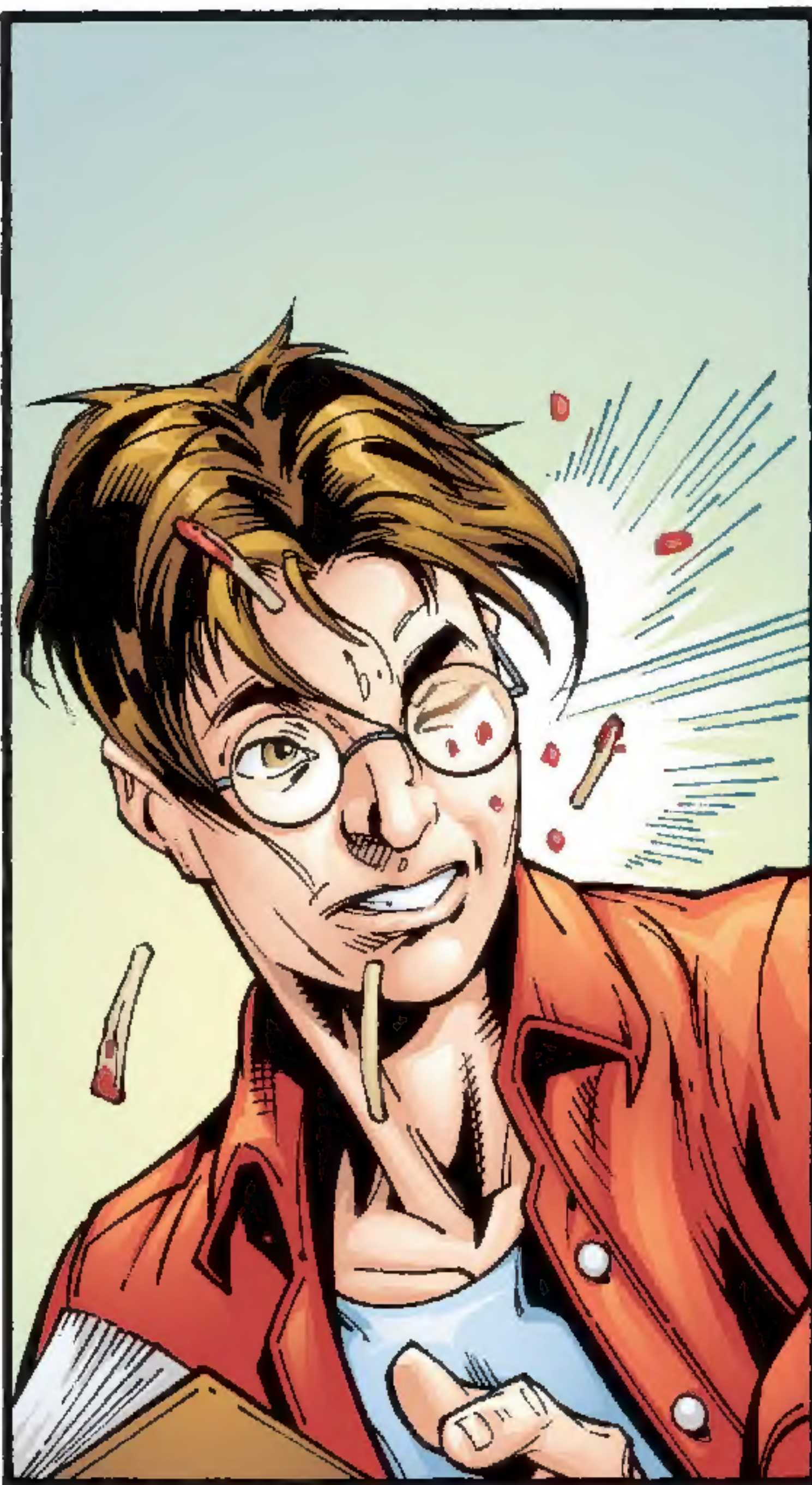
UH-HUH.

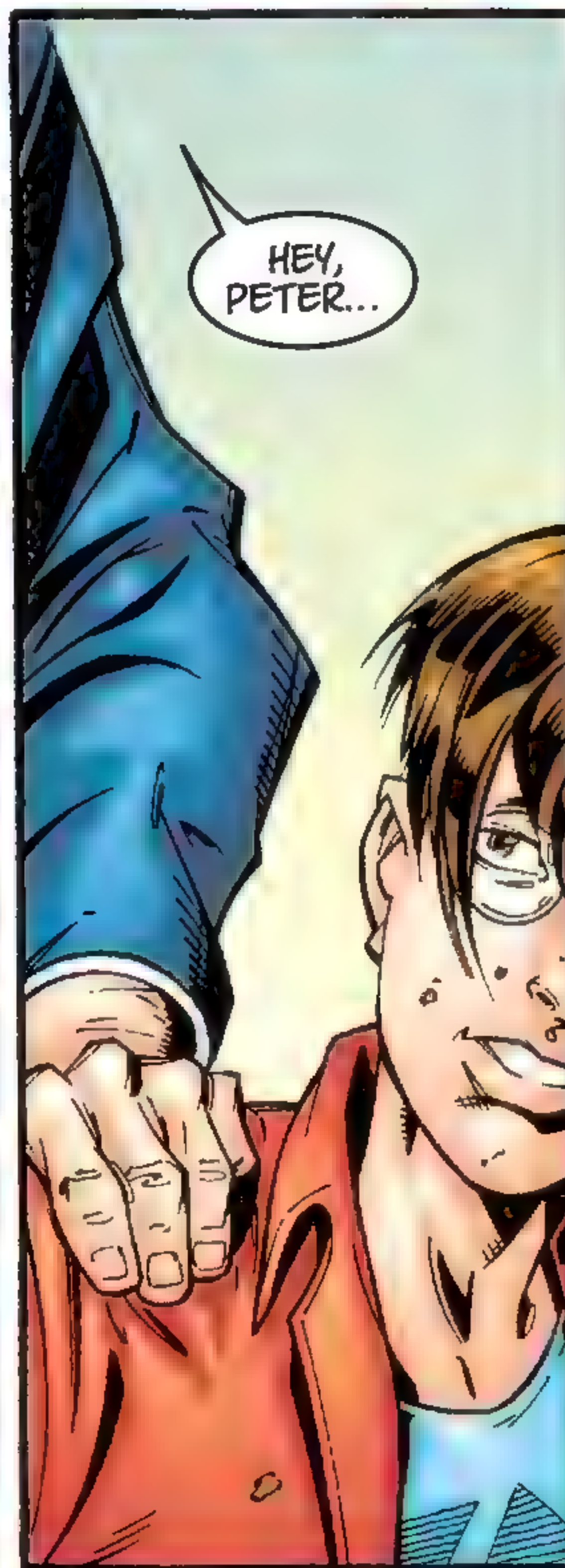
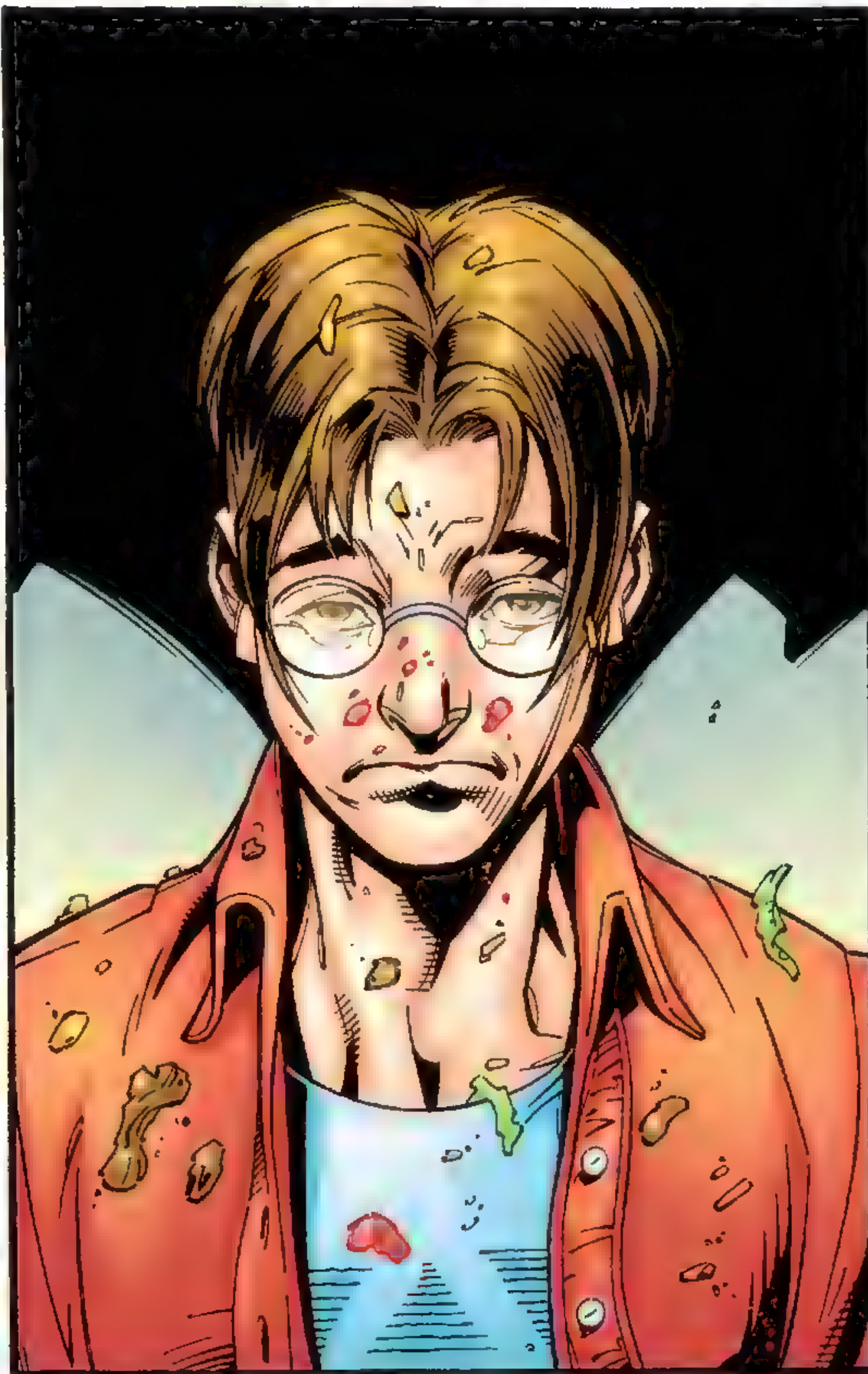
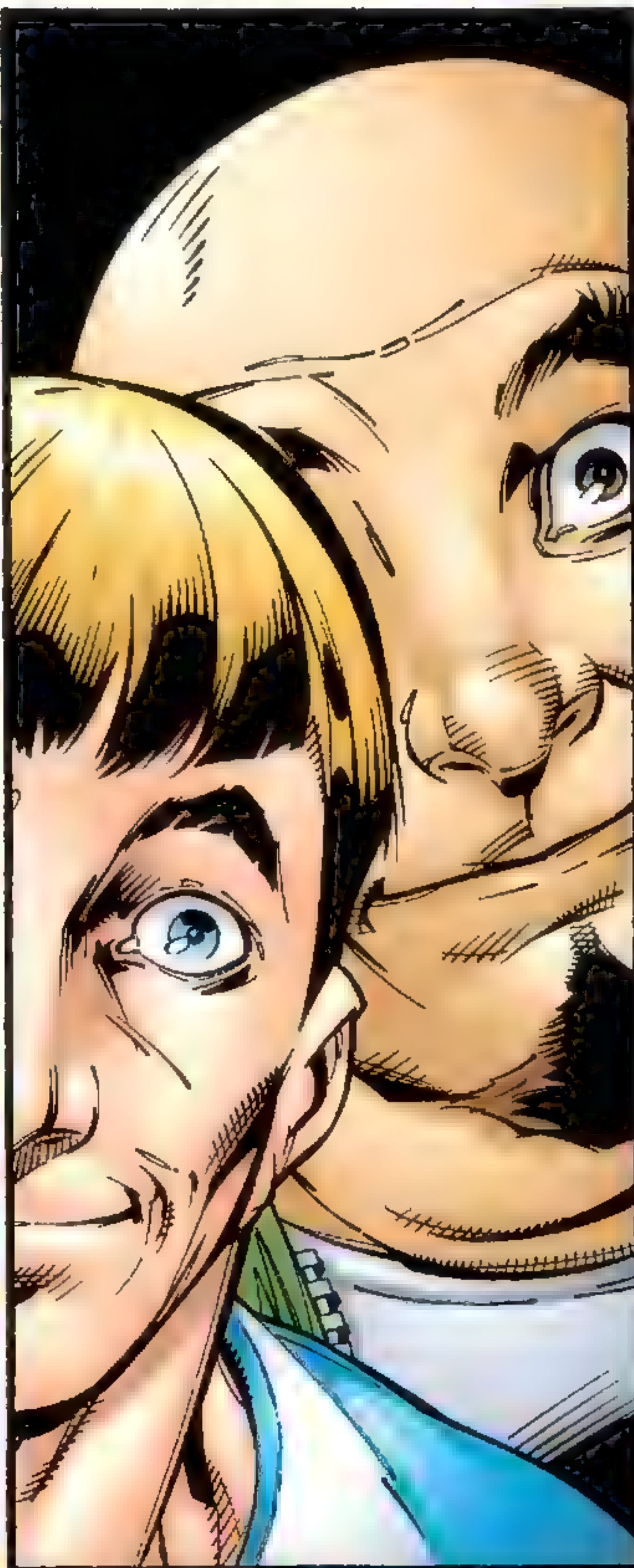
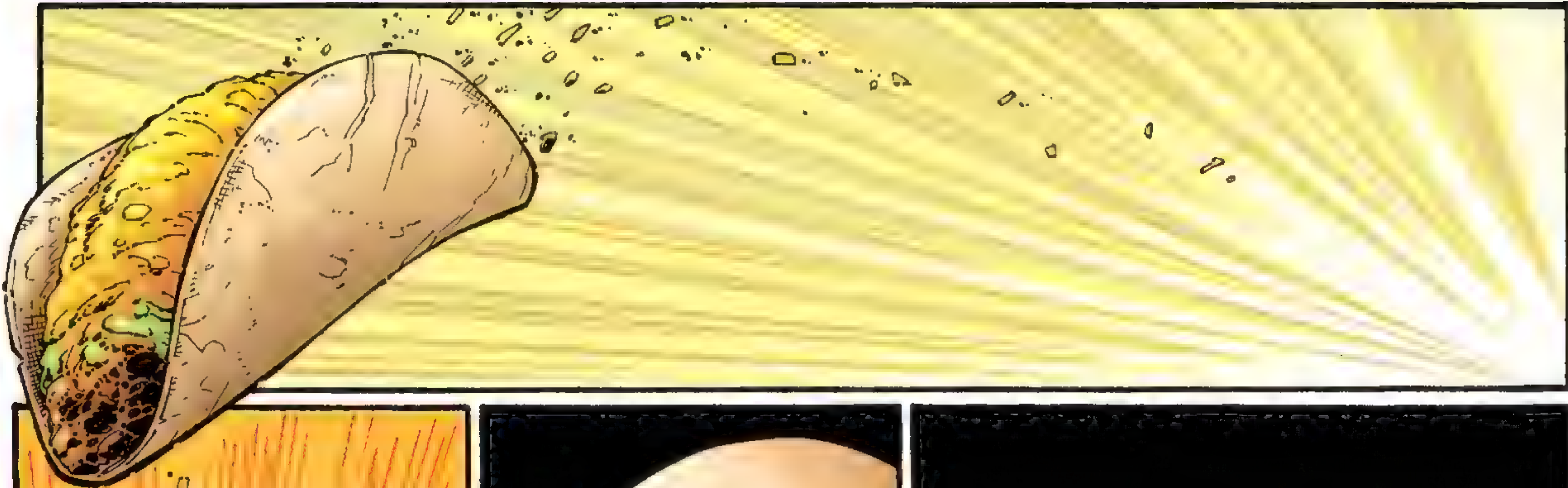


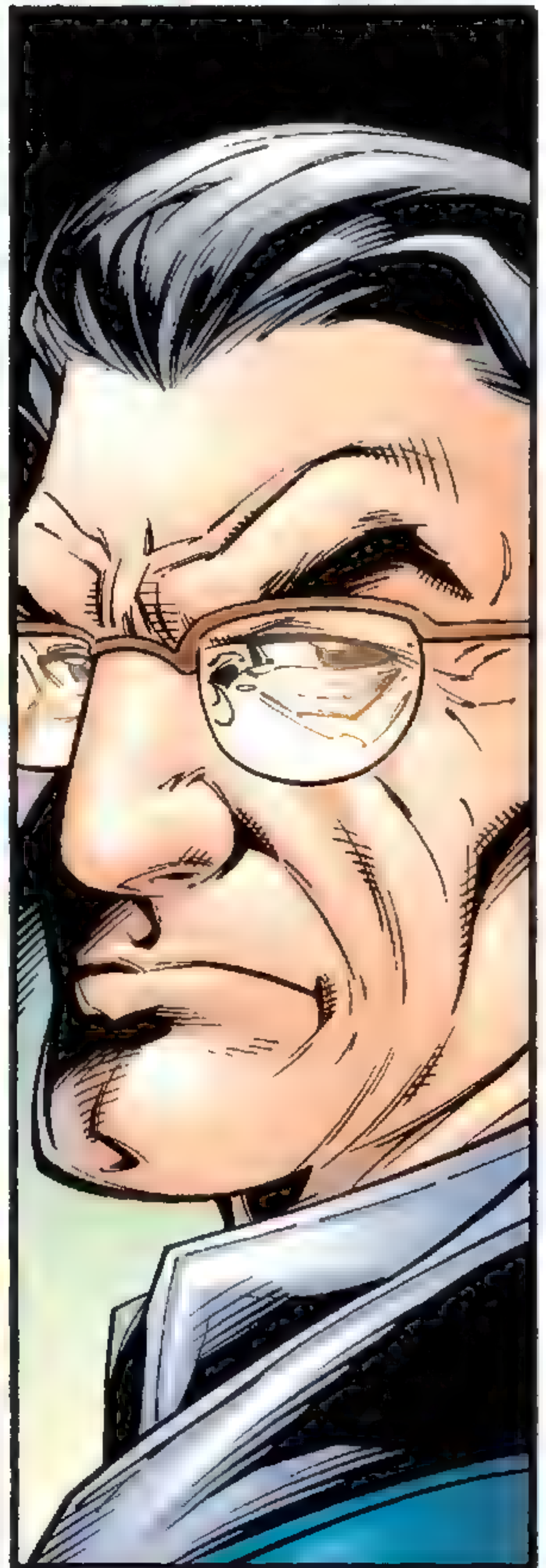
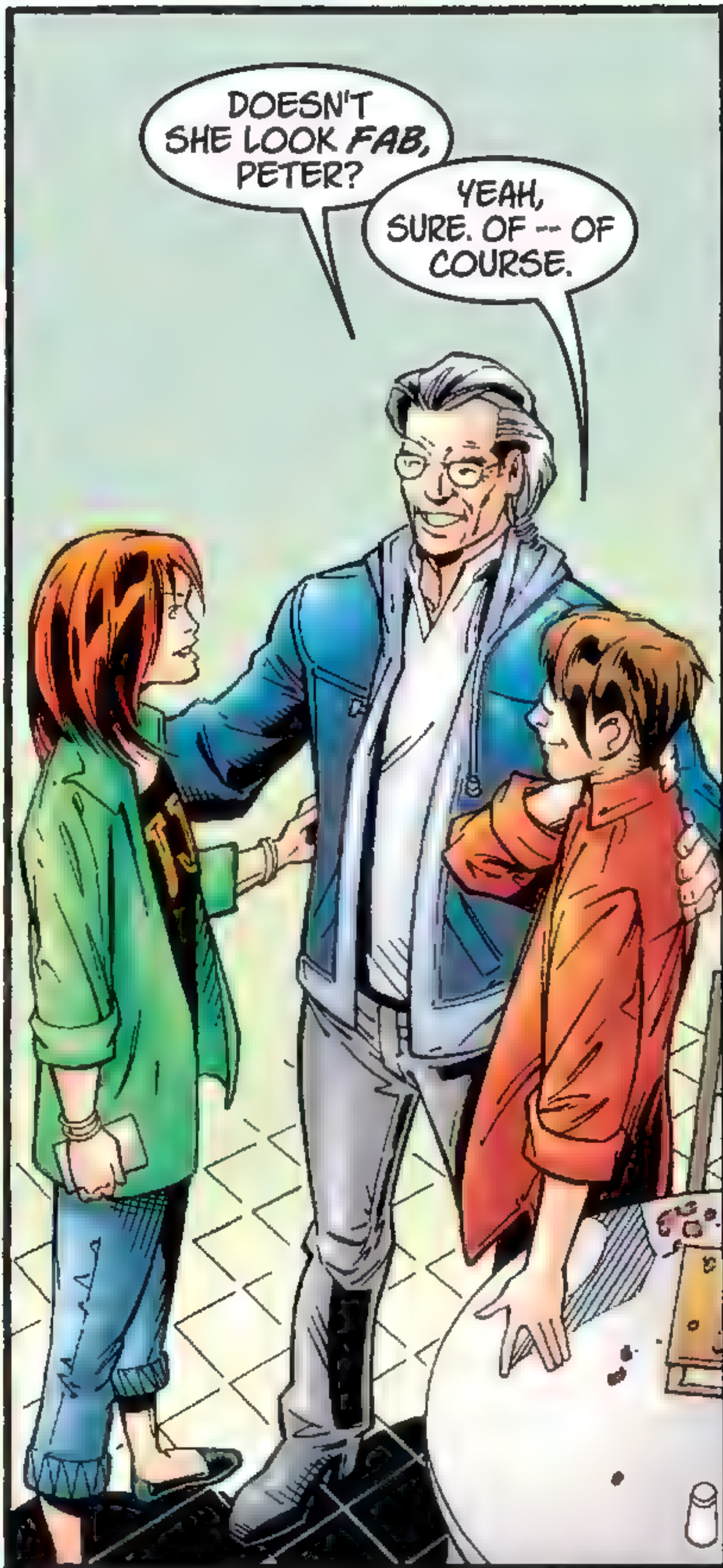
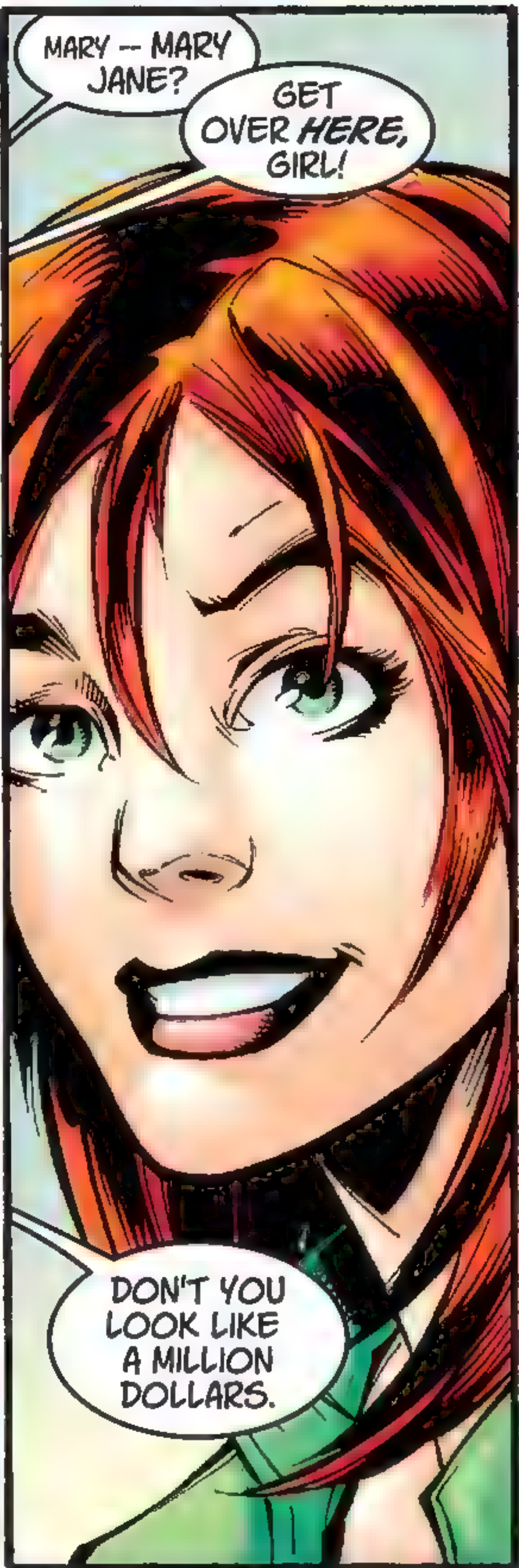
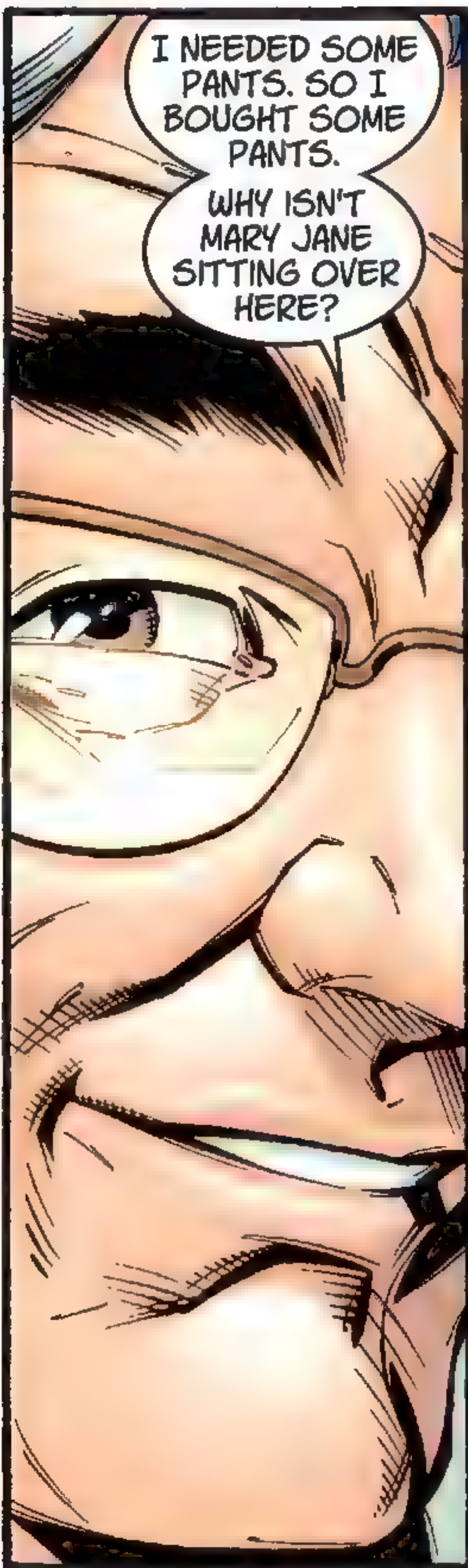
SO I
TOLD HER
TO TELL
HIM --

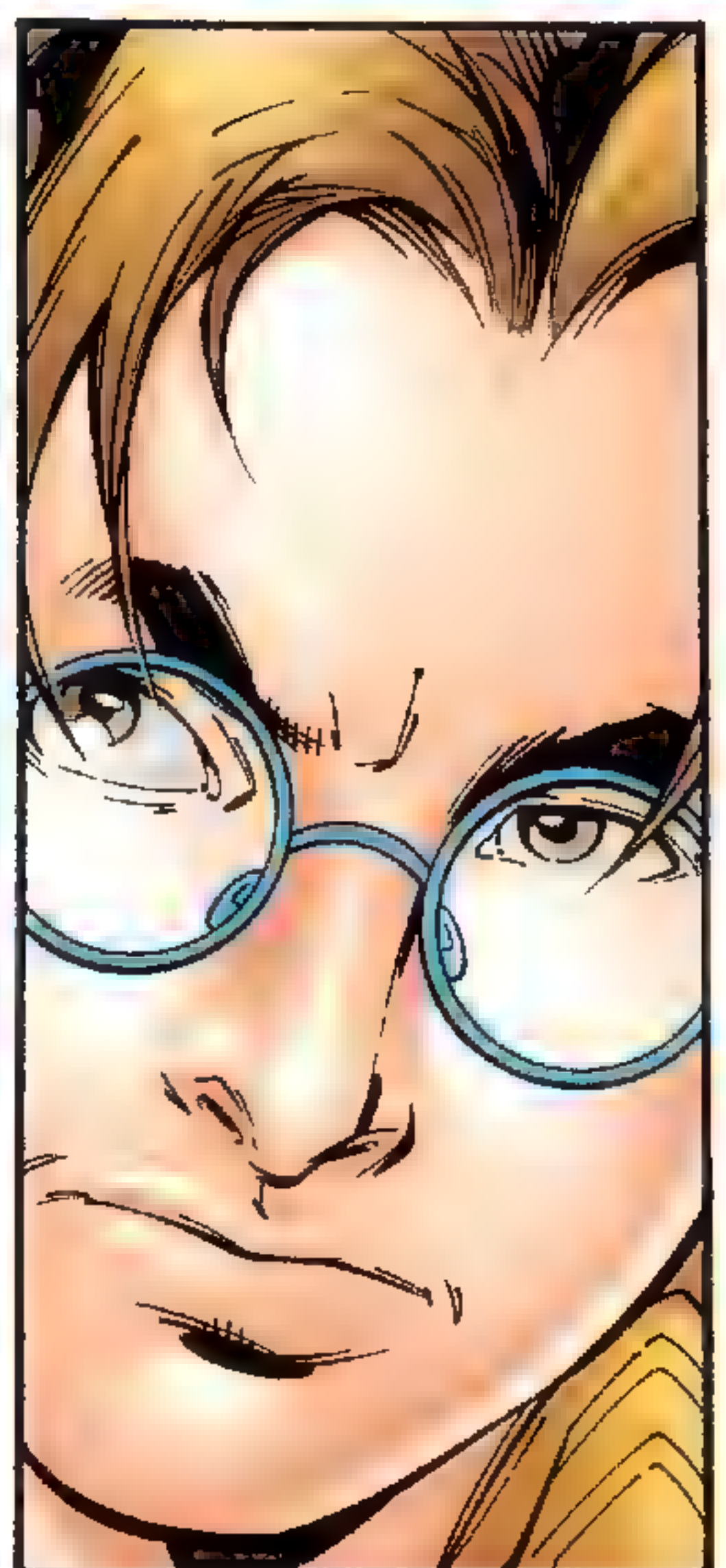
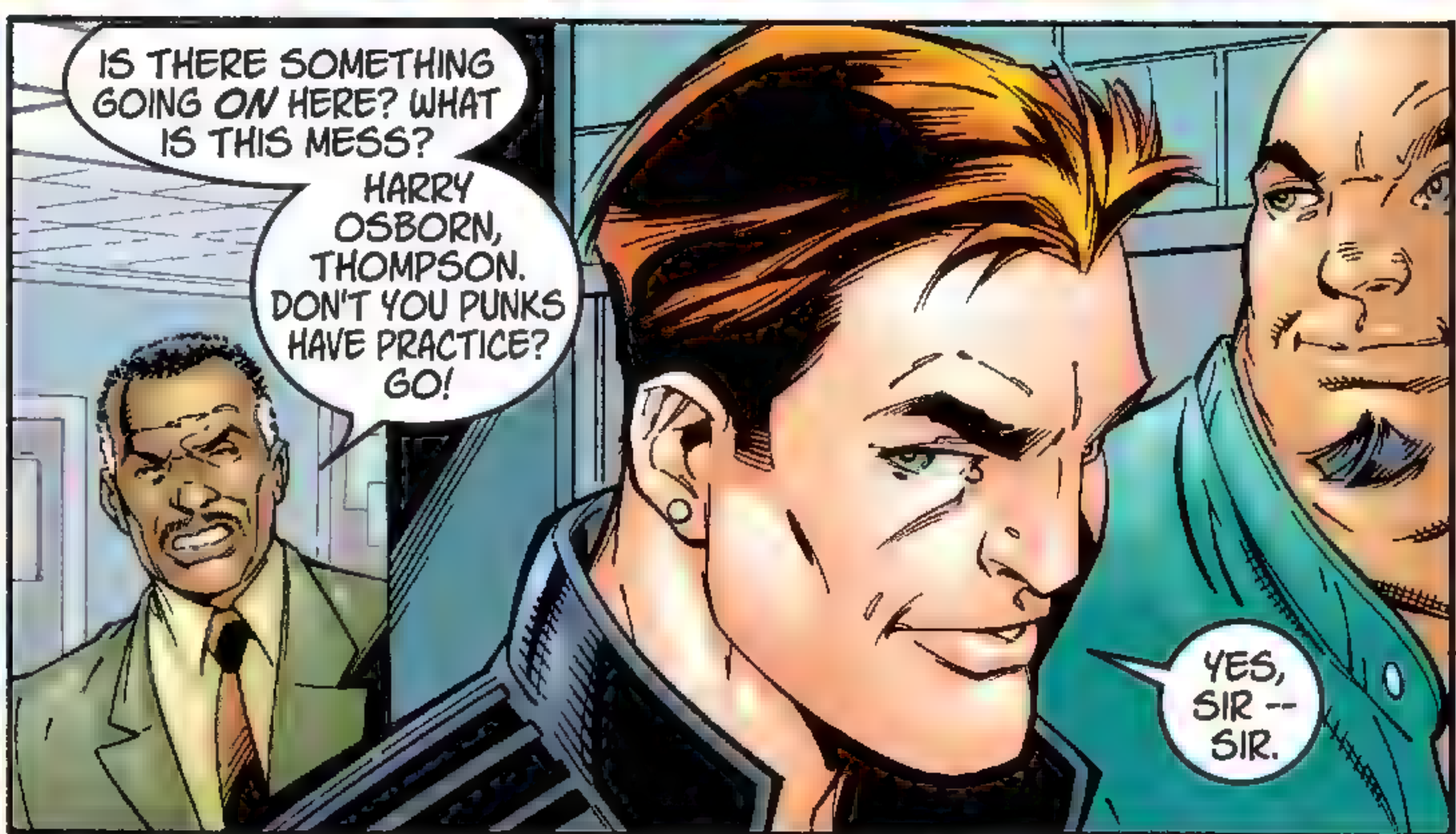
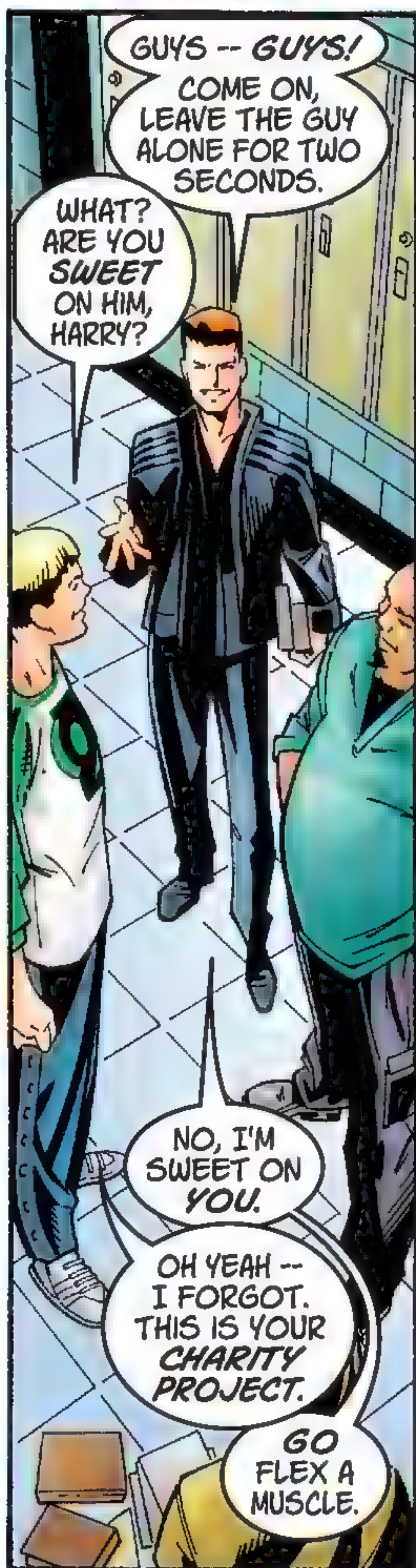
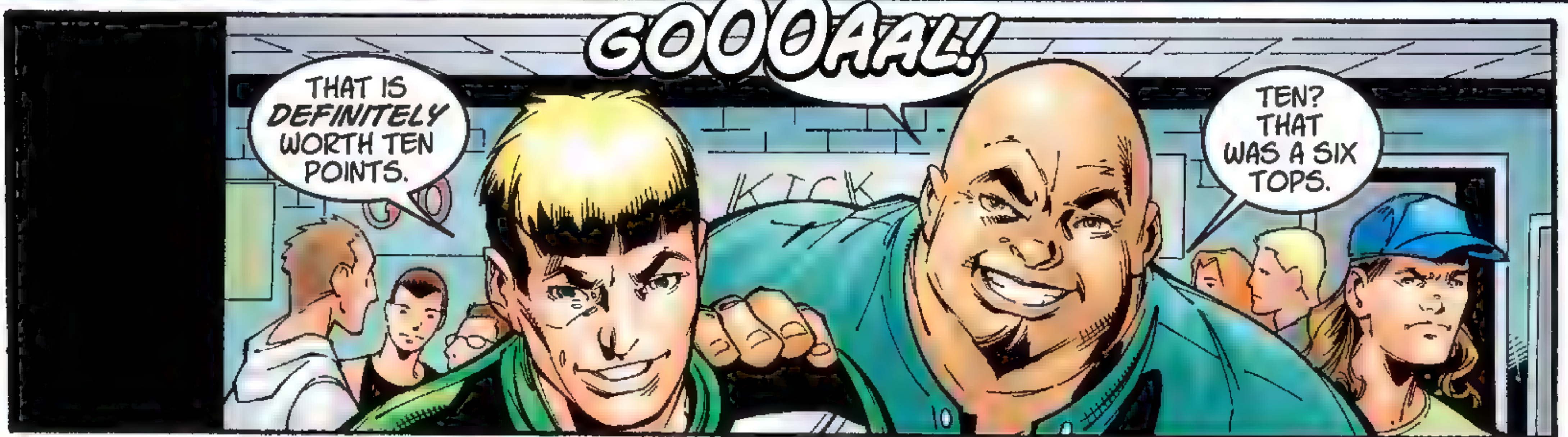


-- DROP
DEAD!
RIGHT?











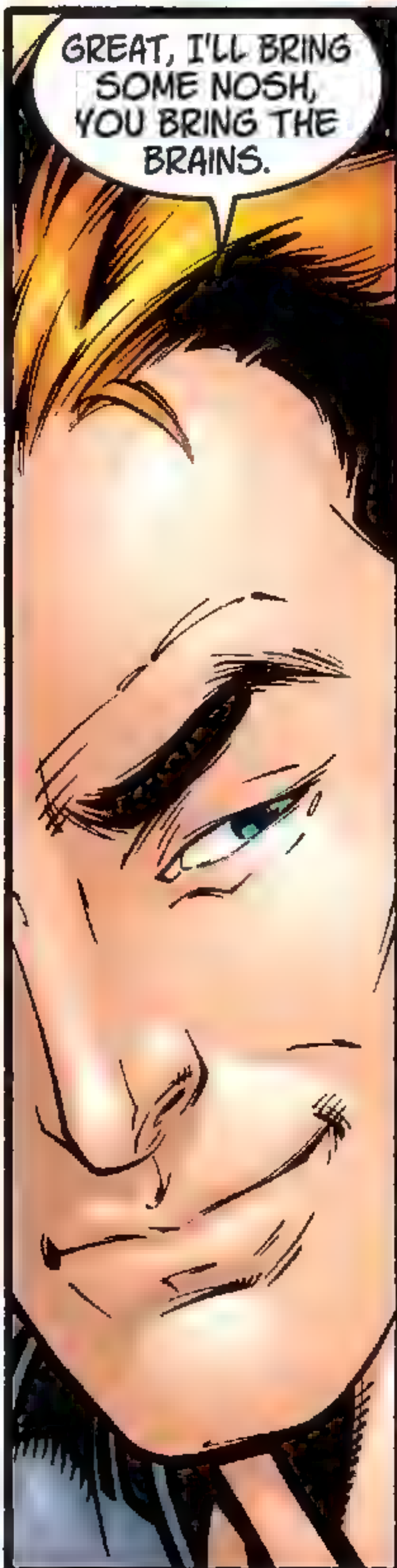
PETEY, WHEN ARE YOU GOING TO LEARN TO STAY OUT OF THEIR WAY?

YEAH, SILLY ME FOR WALKING DOWN THE HALL. WHAT WAS I THINKING?

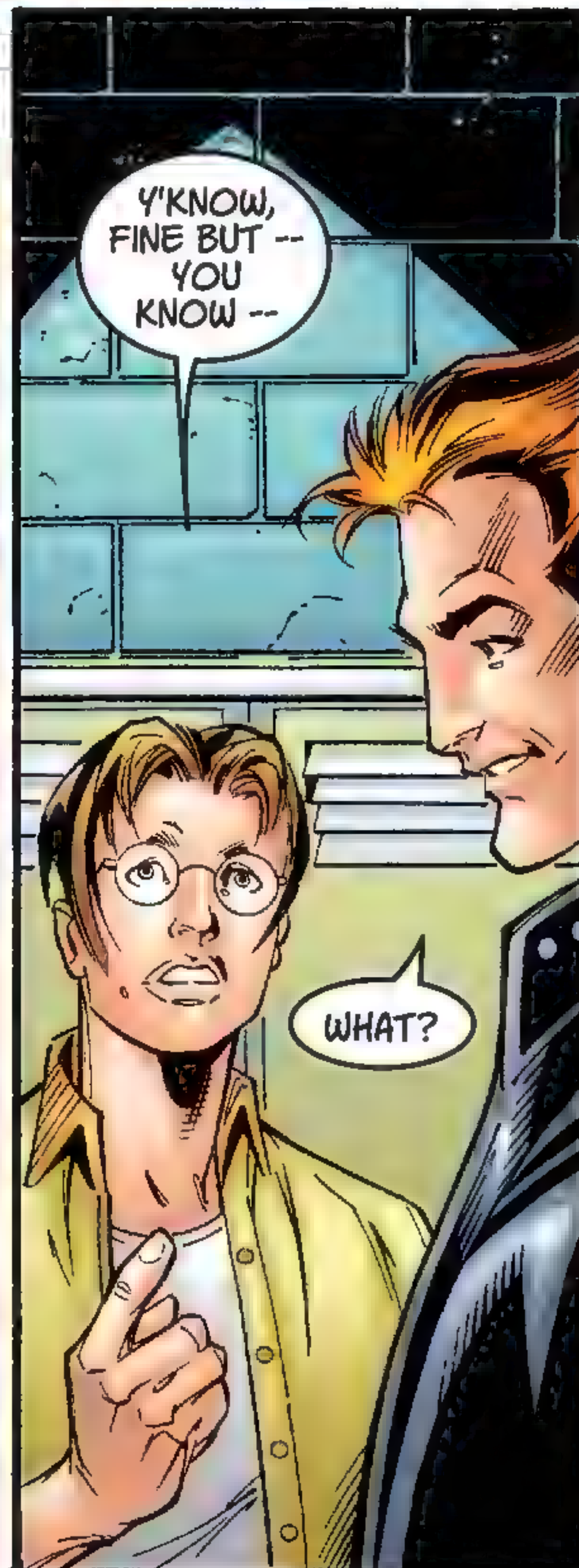


SO, I'LL SWING BY THE PARKER PAD AROUND EIGHT, WE'LL GO THROUGH THAT BIOLOGY STUFF.

ACTUALLY HARRY, I WAS GOING TO WORK ON ONE OF MY --



GREAT, I'LL BRING SOME NOSH, YOU BRING THE BRAINS.



Y'KNOW, FINE BUT -- YOU KNOW --

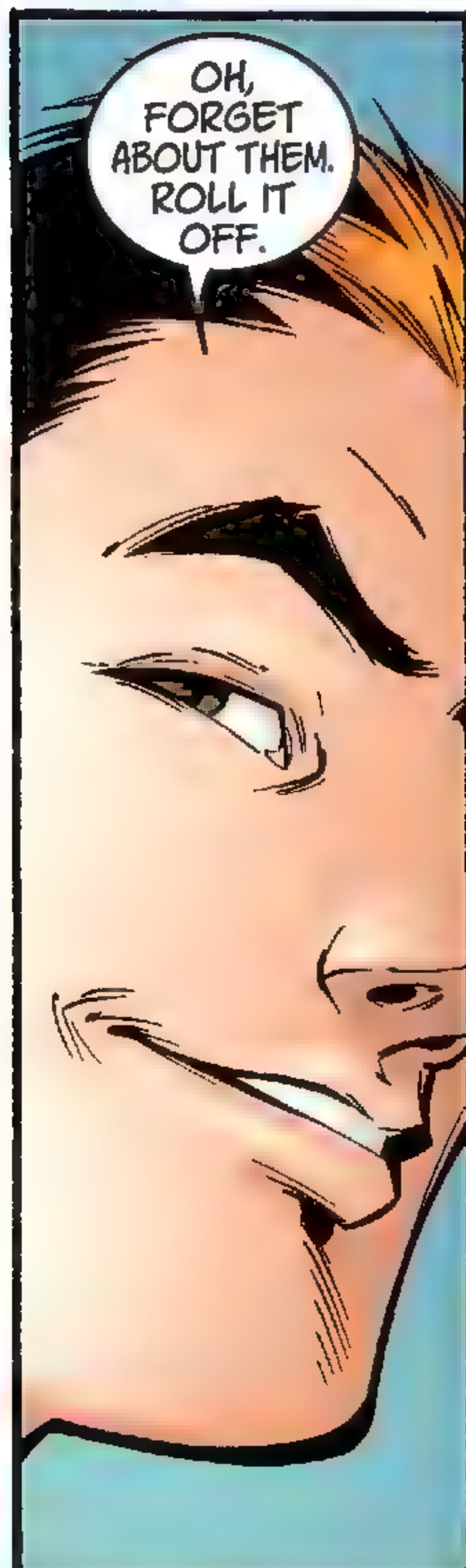
WHAT?



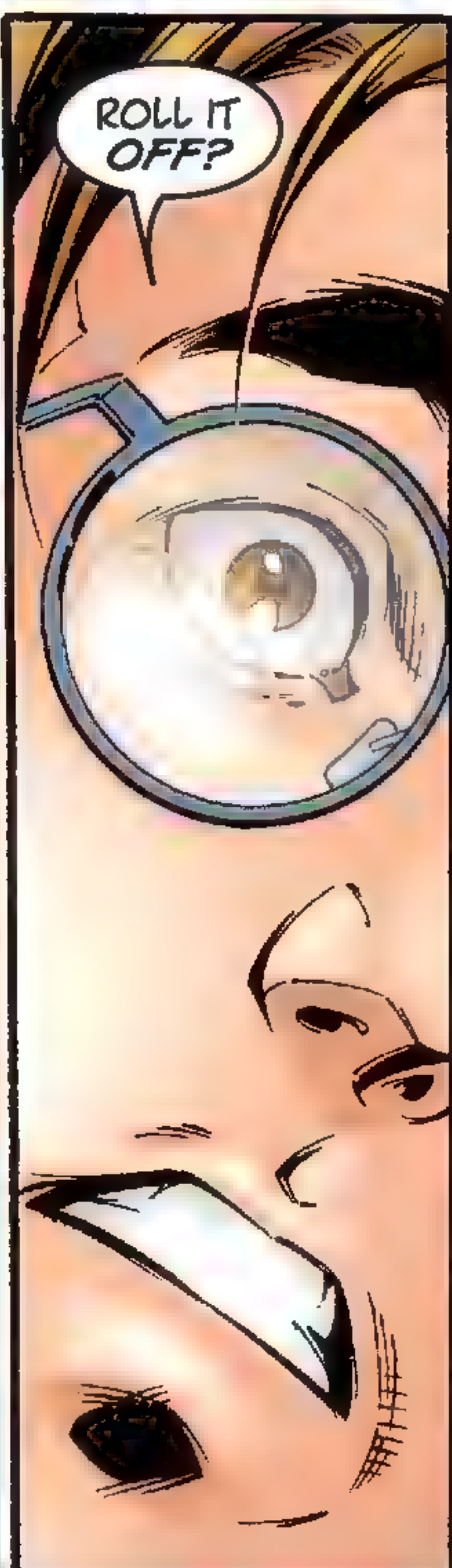
I DON'T MIND DOING YOUR HOMEWORK FOR YOU --

HELPING ME WITH MY HOMEWORK.

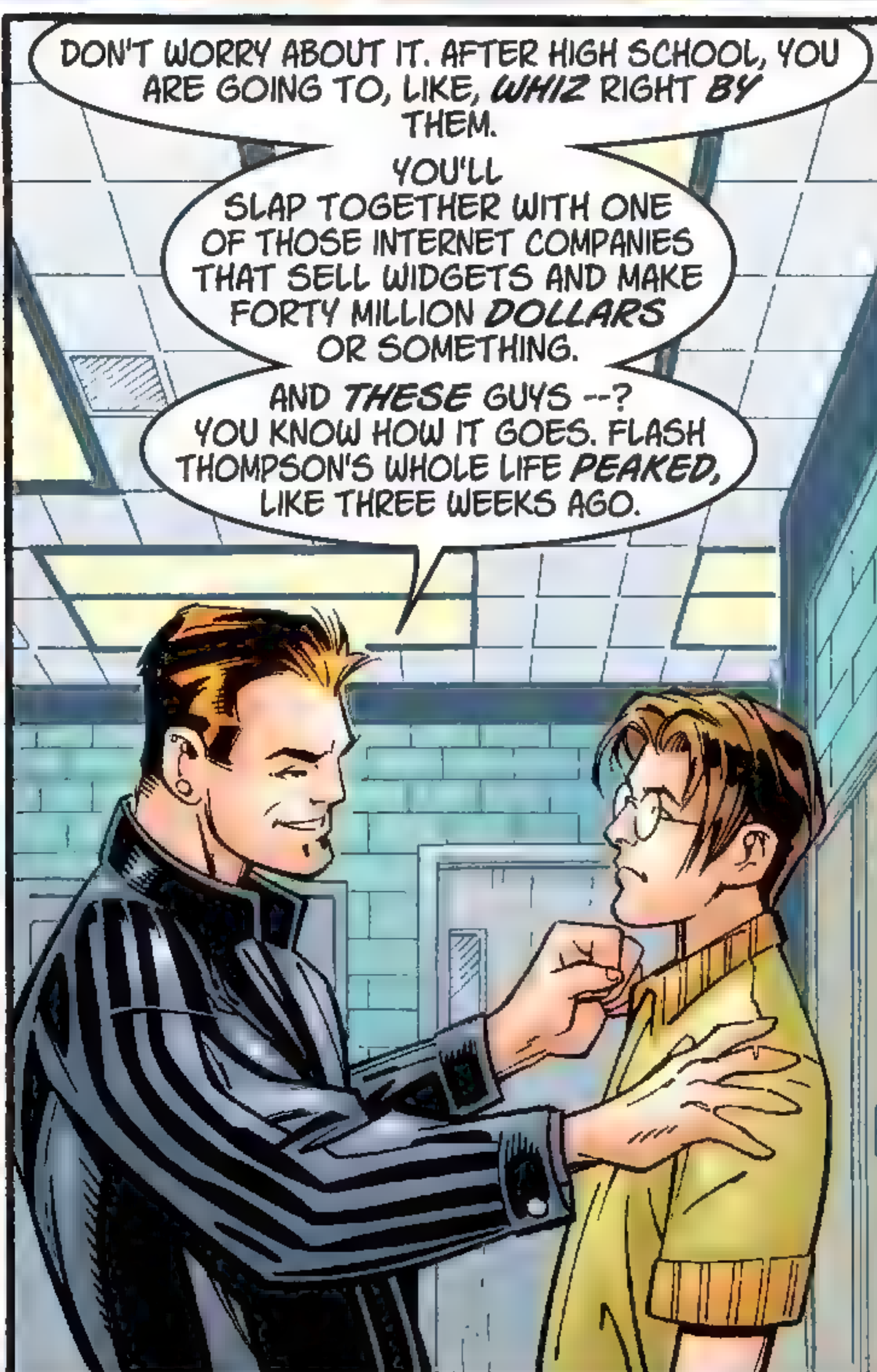
BUT -- CAN'T YOU GET THOSE JERKHOLE TEAM-MATES OF YOURS TO GET A NEW HOBBY?



OH, FORGET ABOUT THEM. ROLL IT OFF.



ROLL IT OFF?



DON'T WORRY ABOUT IT. AFTER HIGH SCHOOL, YOU ARE GOING TO, LIKE, *WHIZ* RIGHT BY THEM.

YOU'LL SLAP TOGETHER WITH ONE OF THOSE INTERNET COMPANIES THAT SELL WIDGETS AND MAKE FORTY MILLION DOLLARS OR SOMETHING.

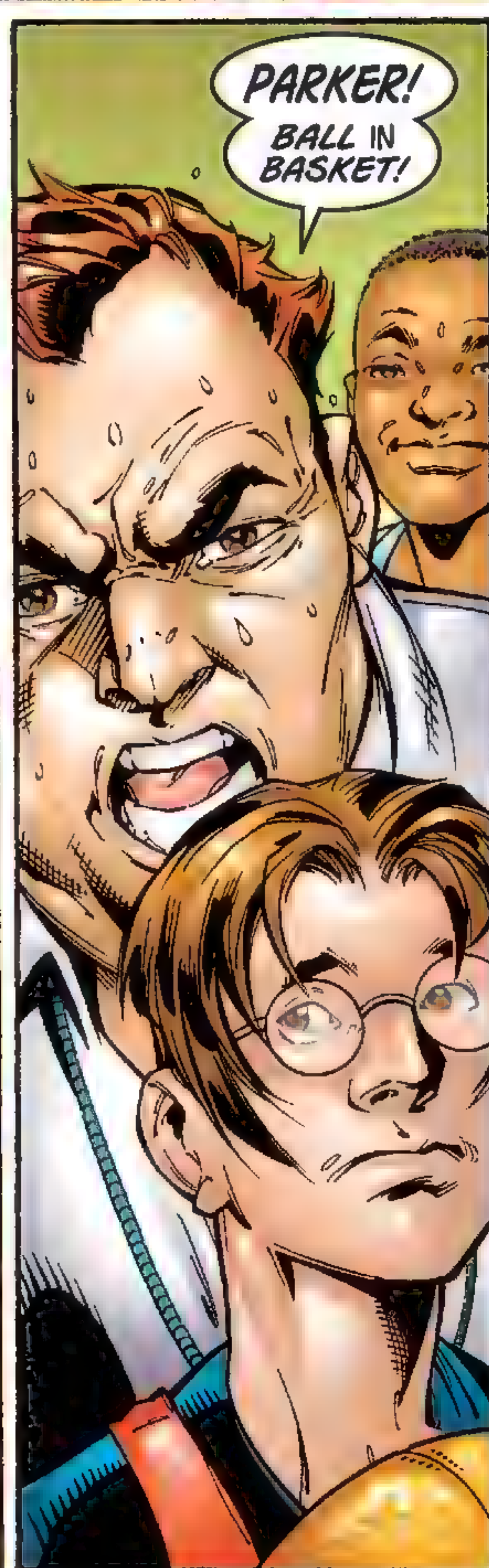
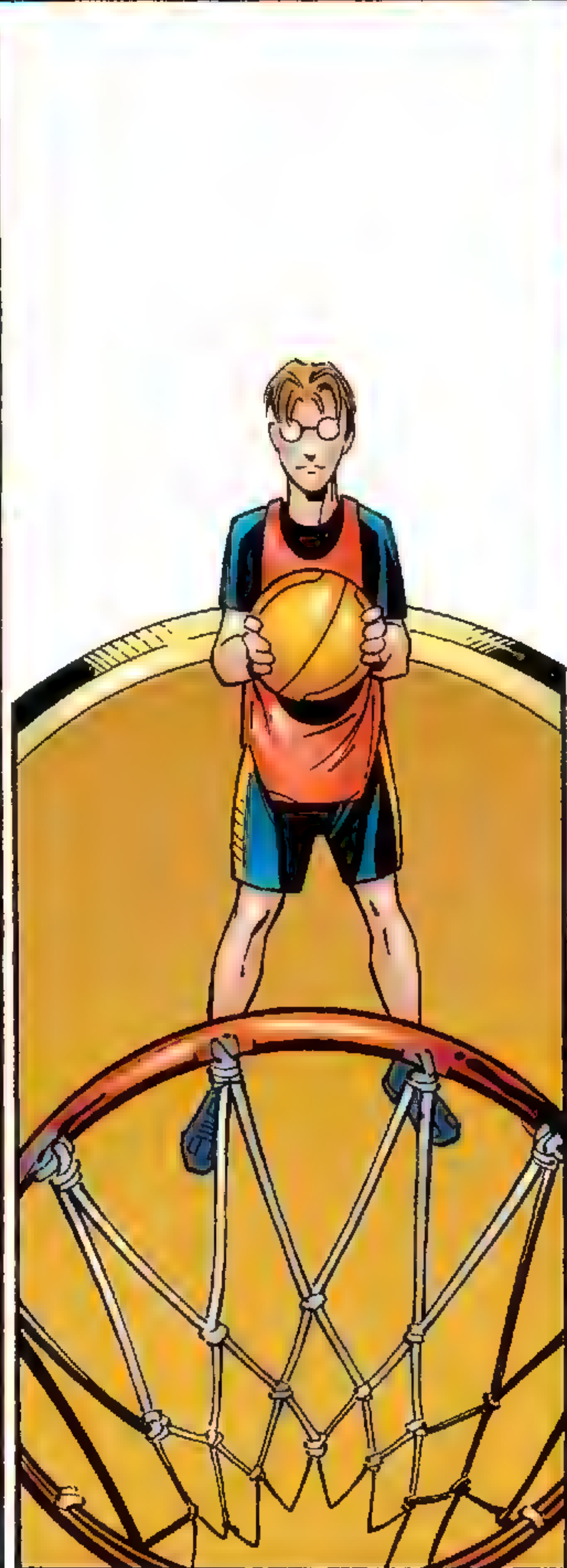
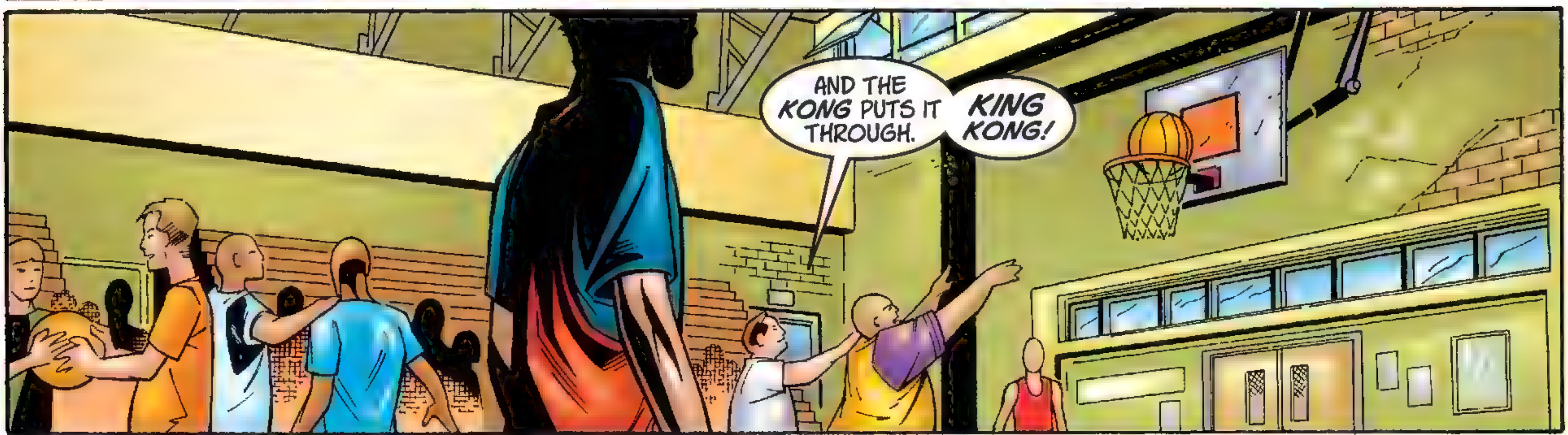
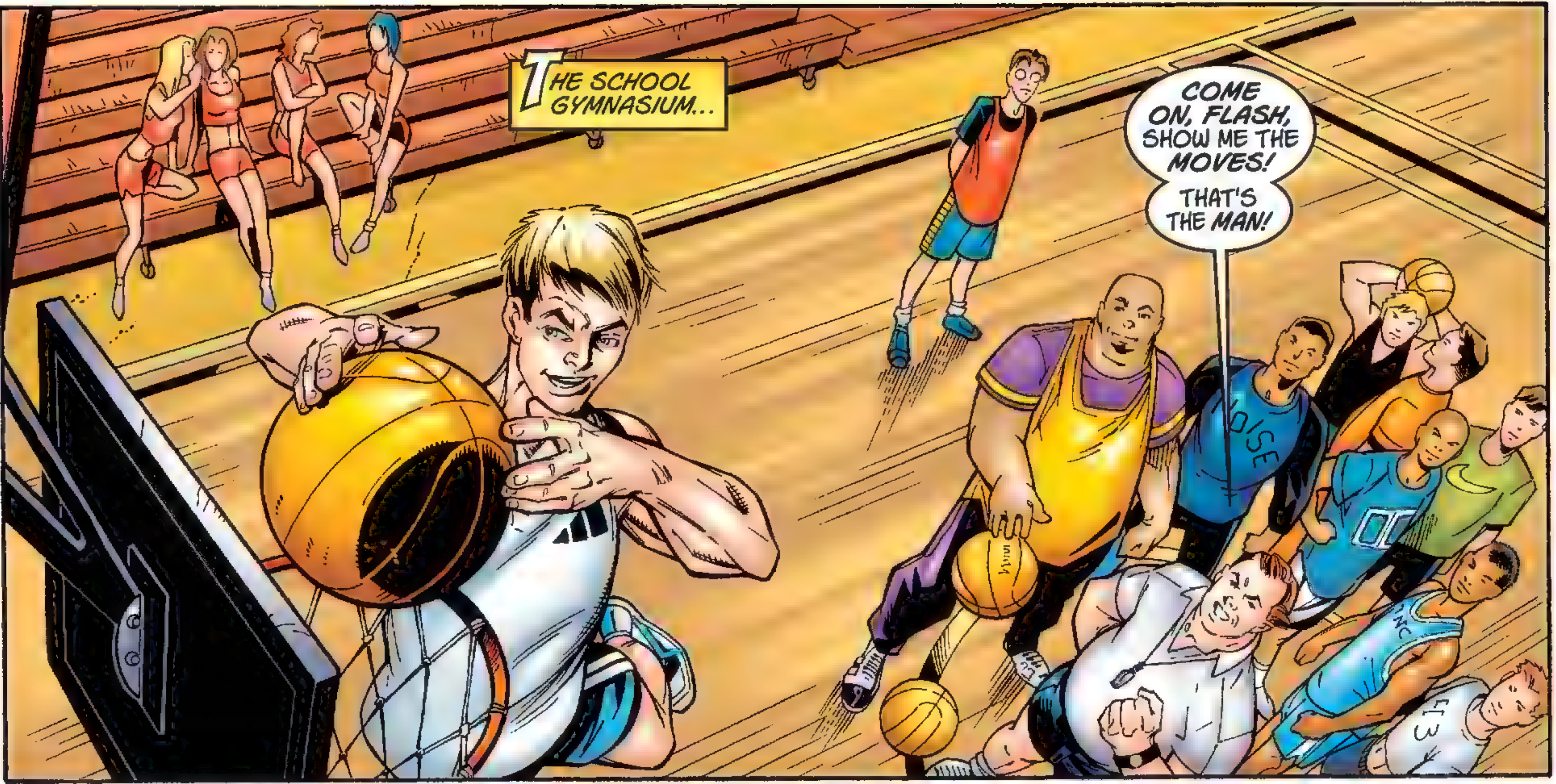
AND *THESE* GUYS --? YOU KNOW HOW IT GOES. FLASH THOMPSON'S WHOLE LIFE *PEAKED*, LIKE THREE WEEKS AGO.

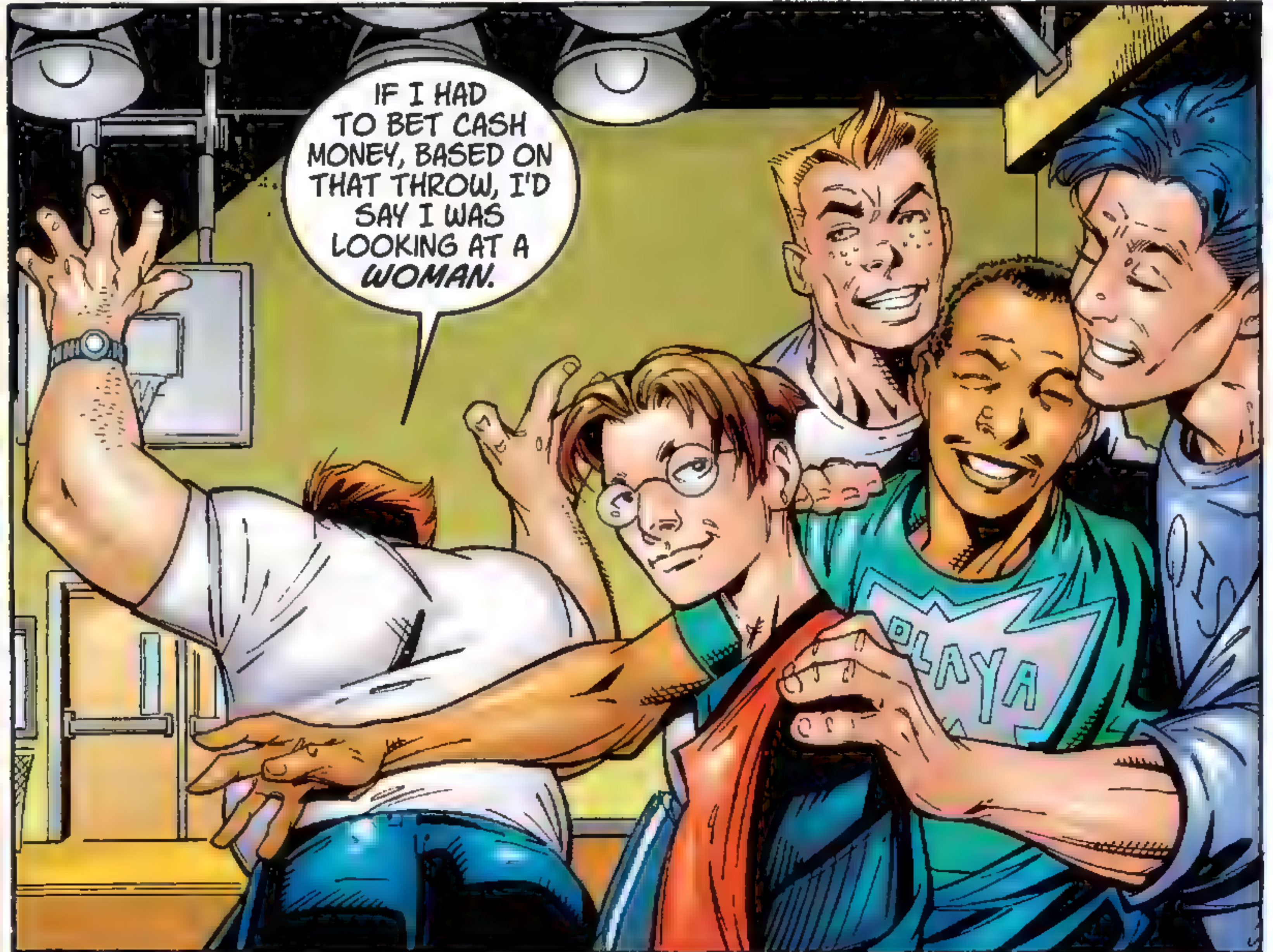
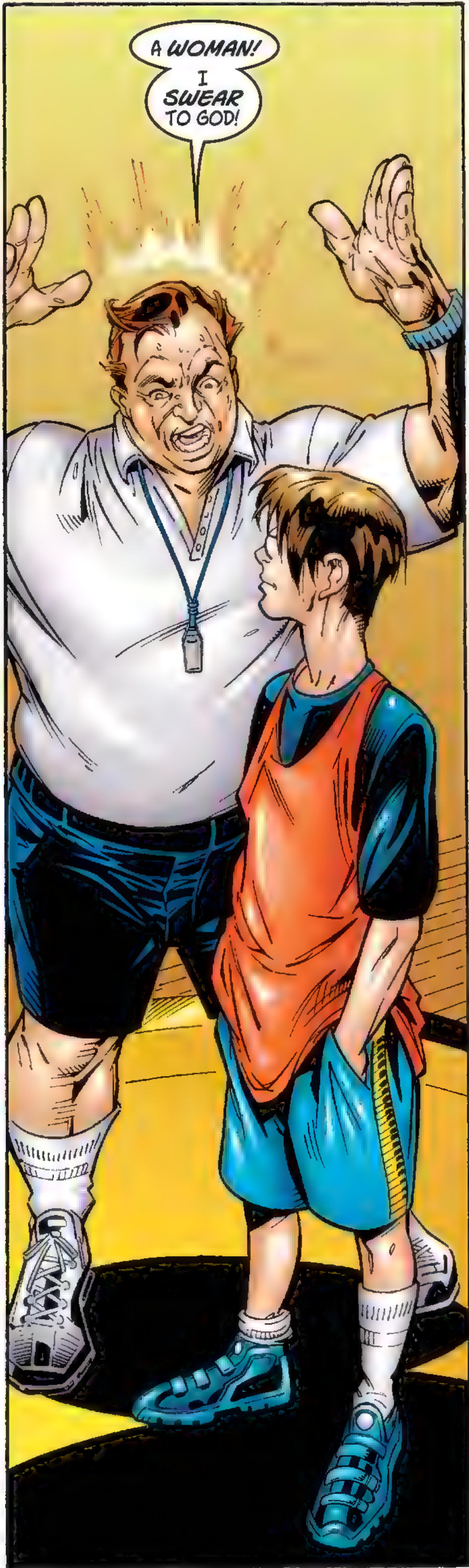
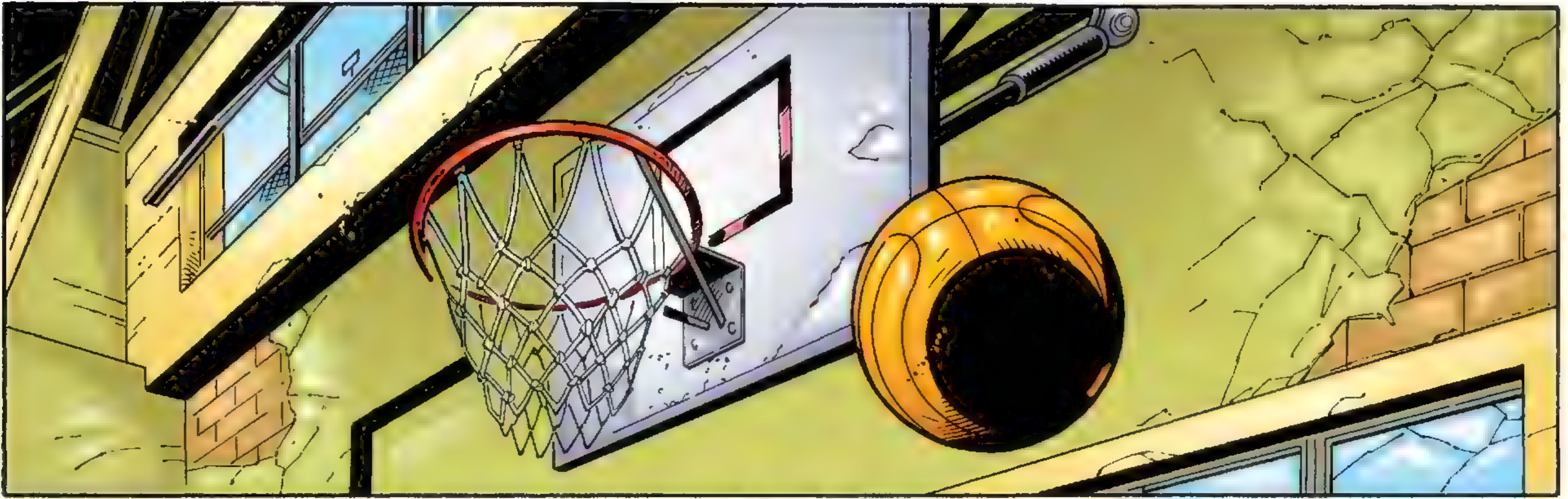


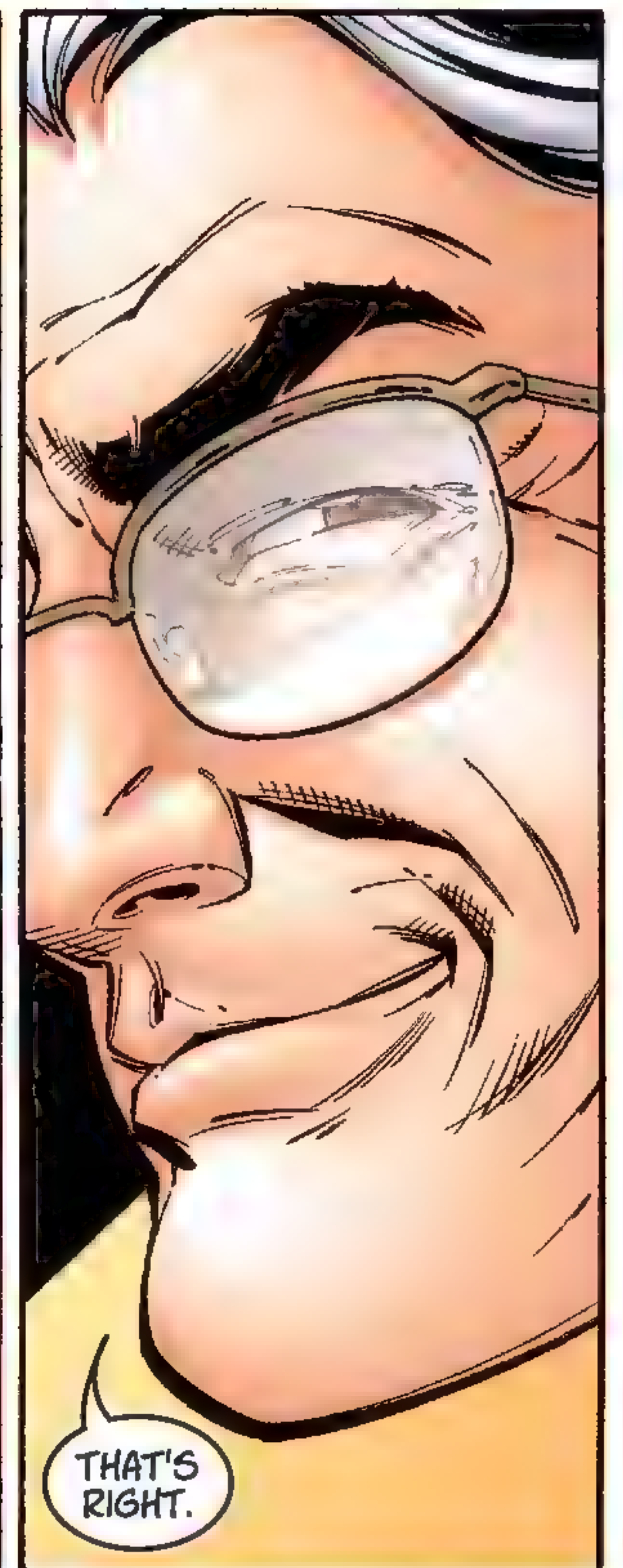
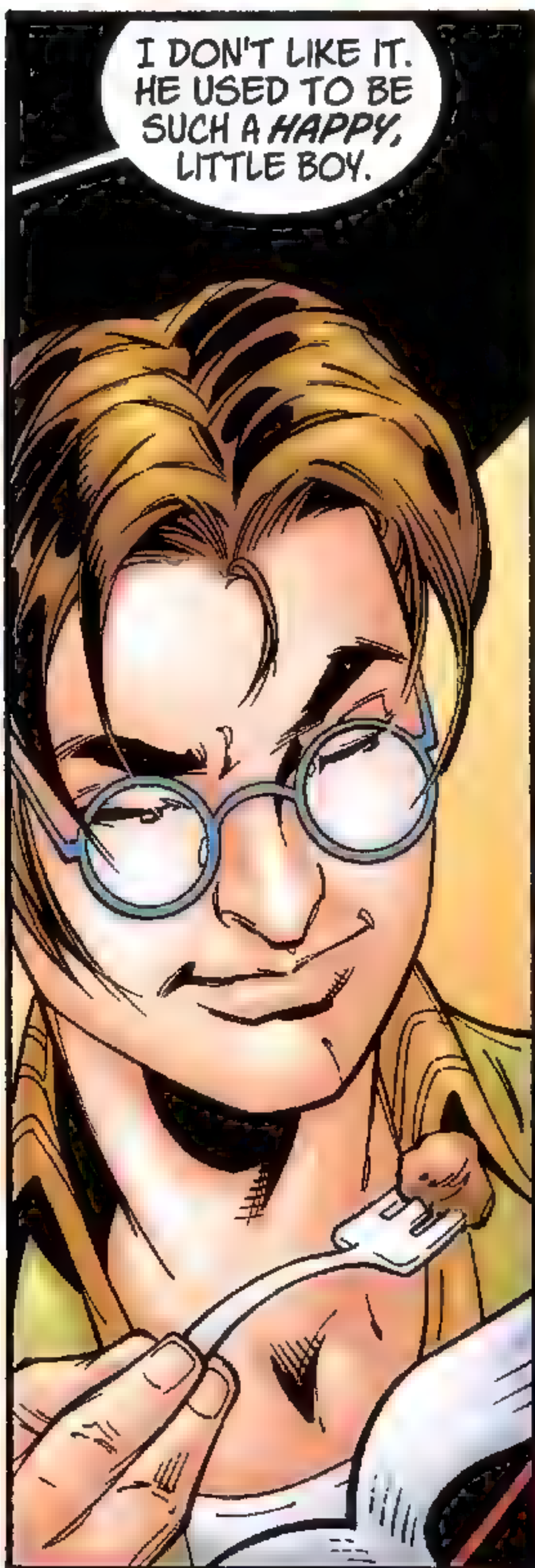
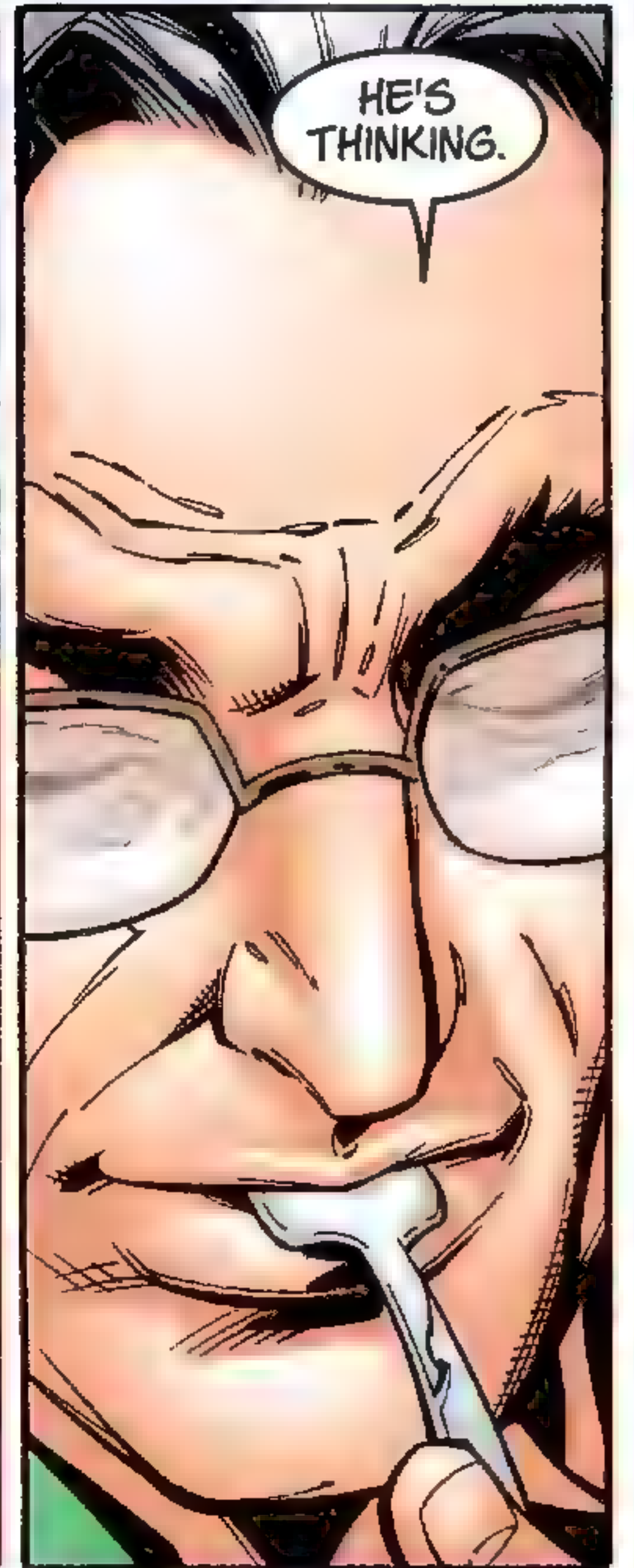
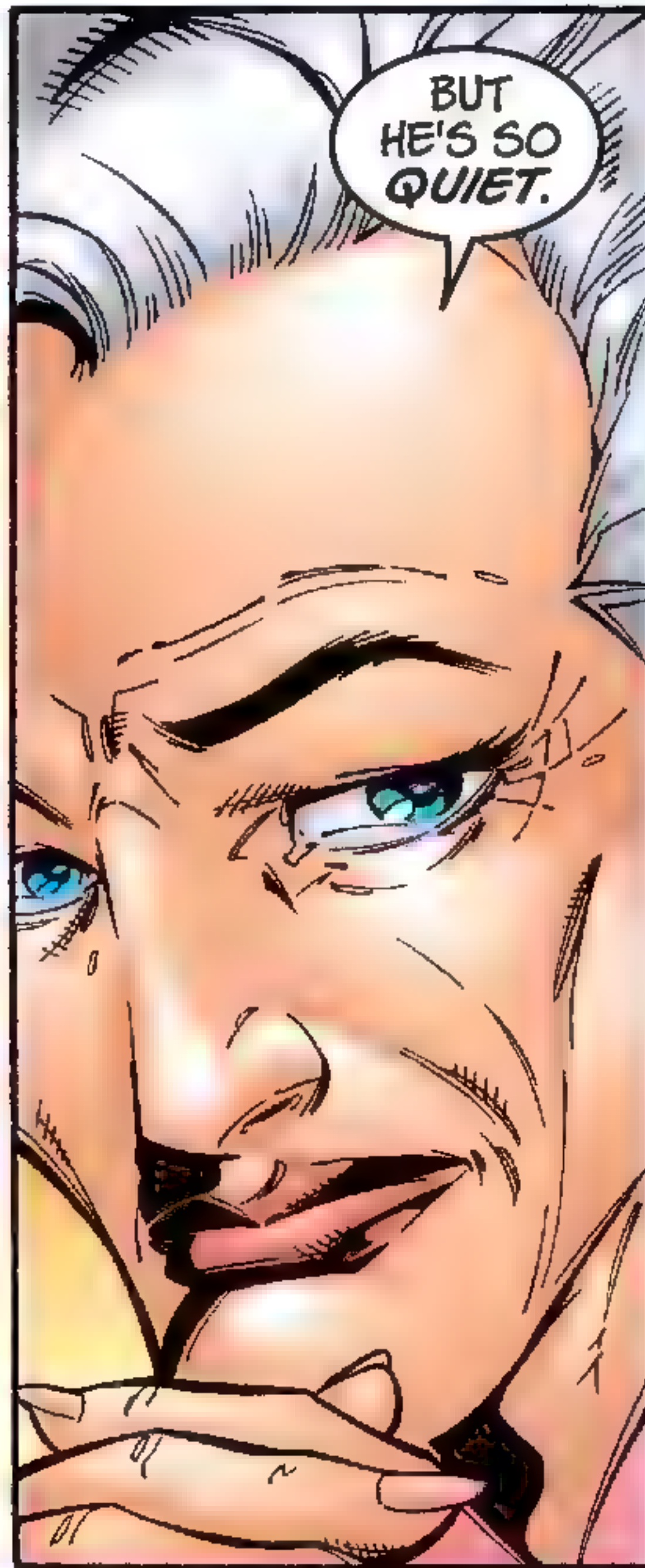
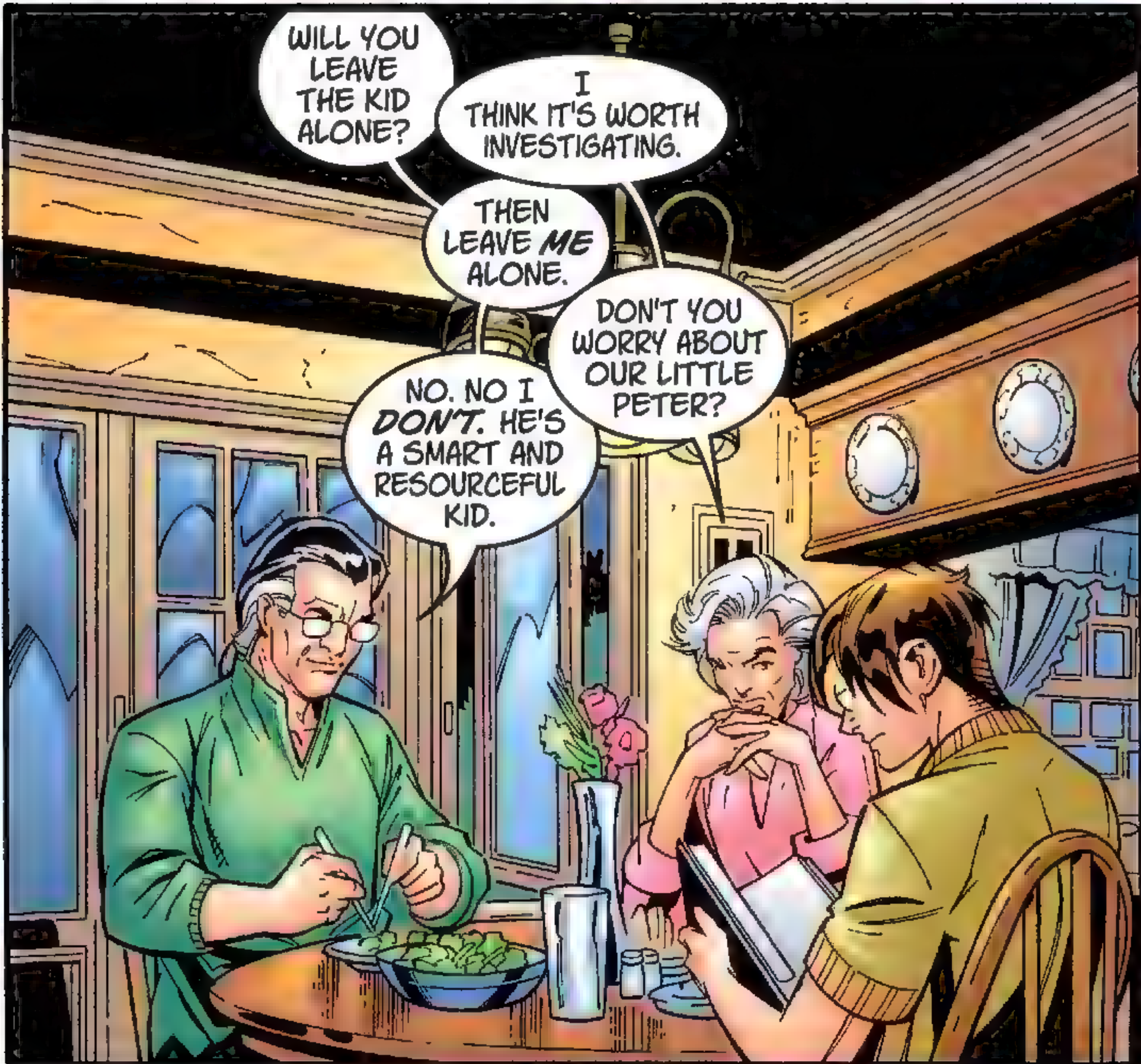
YEAH, WELL, THAT AIN'T HELPING ME NOW.

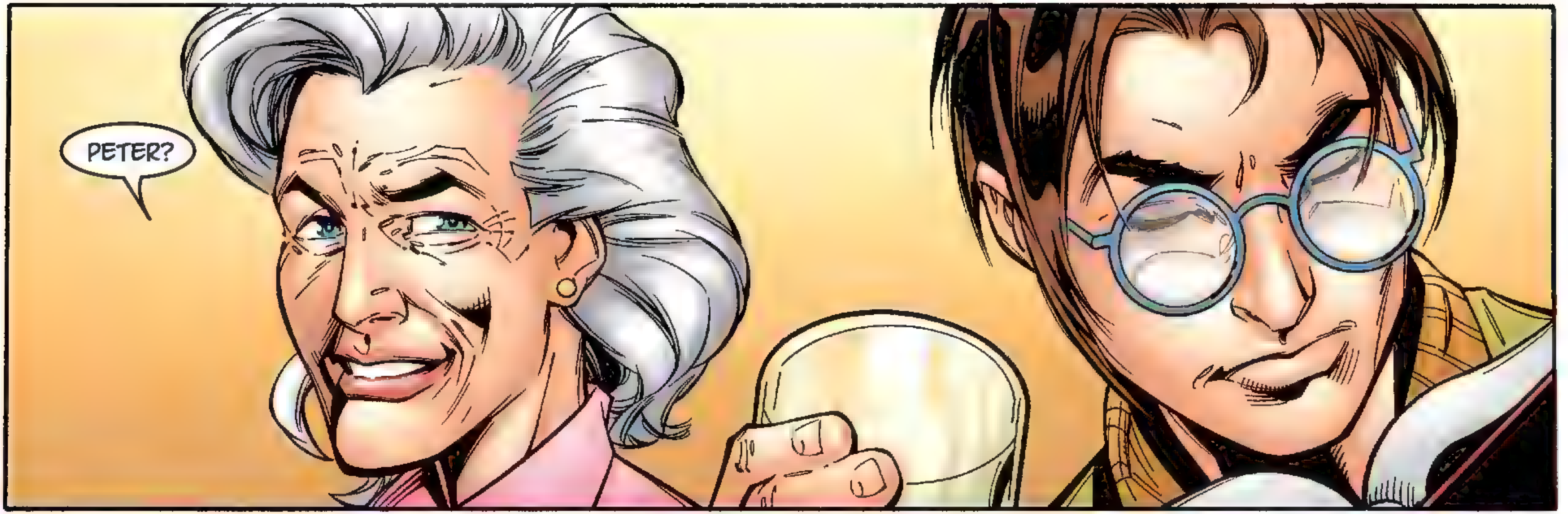
I'D HELP YOU, PETE, BUT -- YOU KNOW -- THEM'S THE POLITICS OF BEING ME. SEE YOU ON THE FLIPMODE.

GREAT.

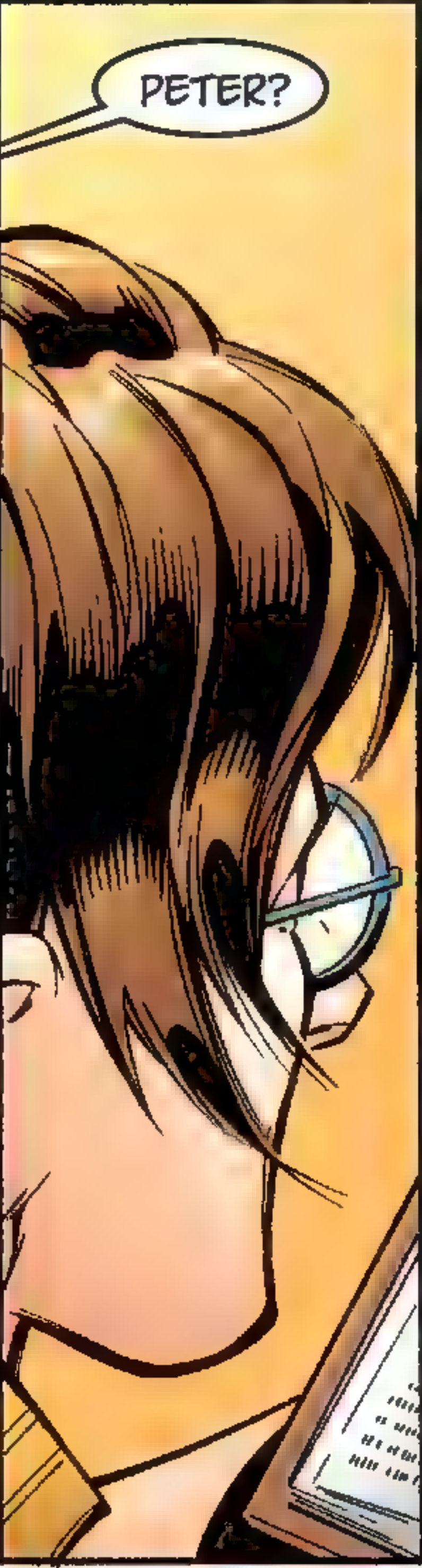




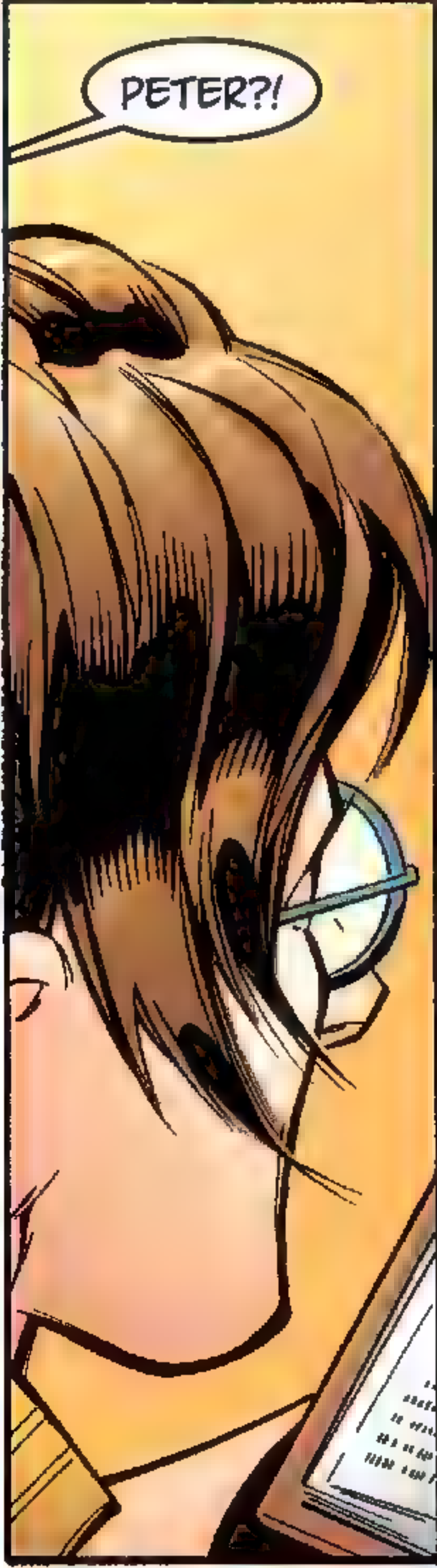




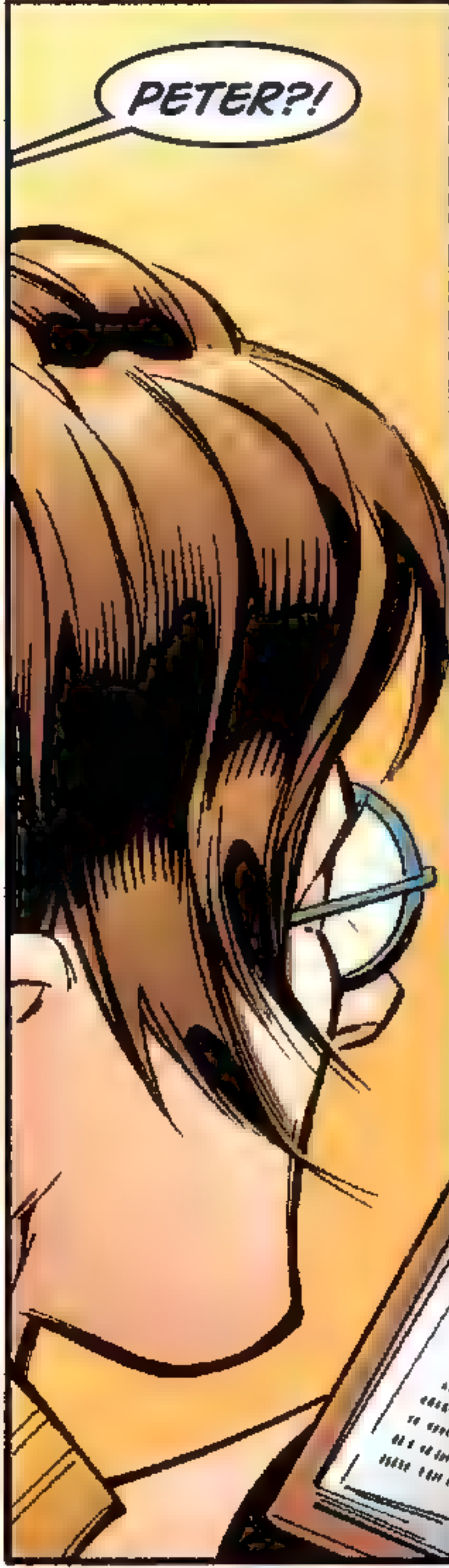
PETER?



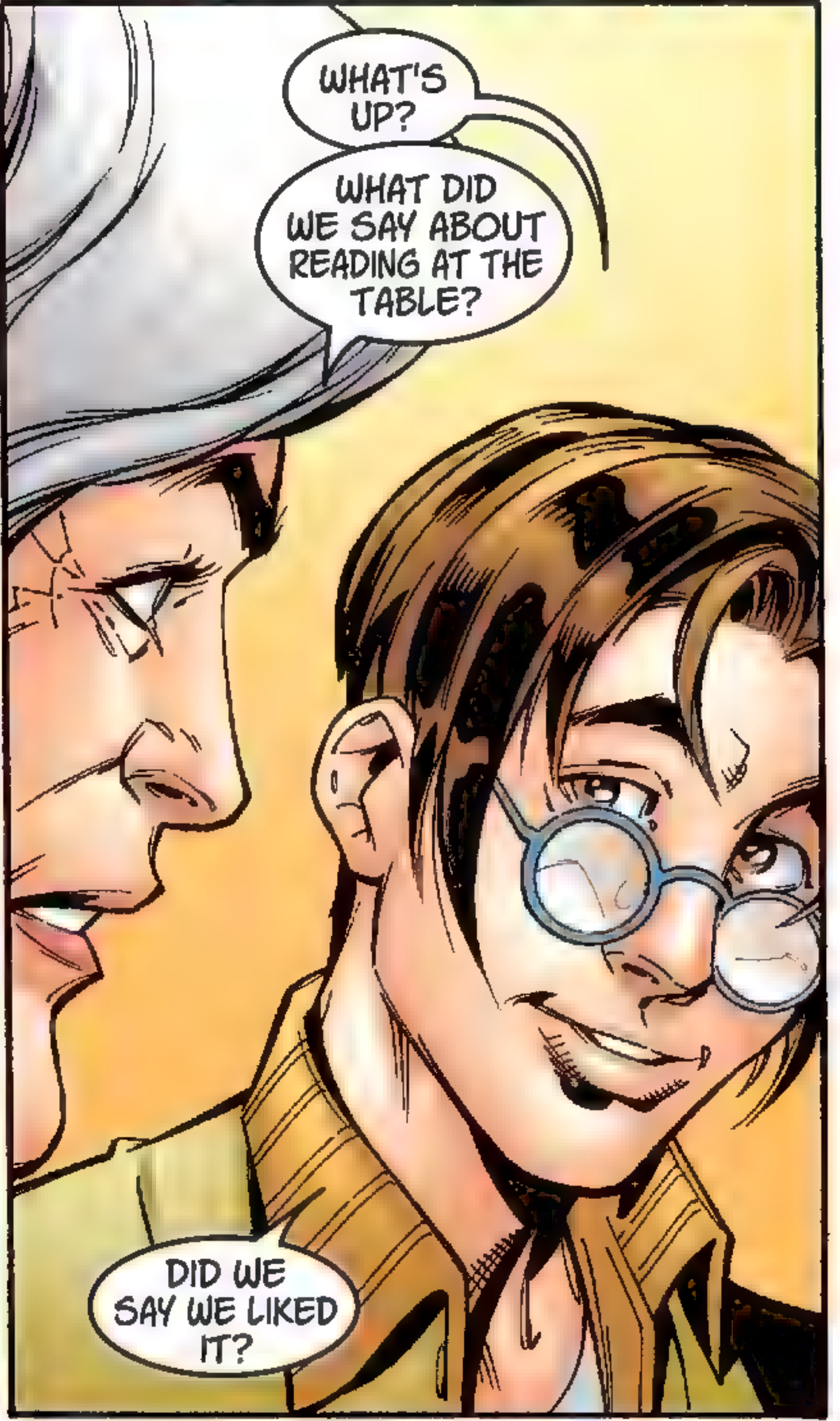
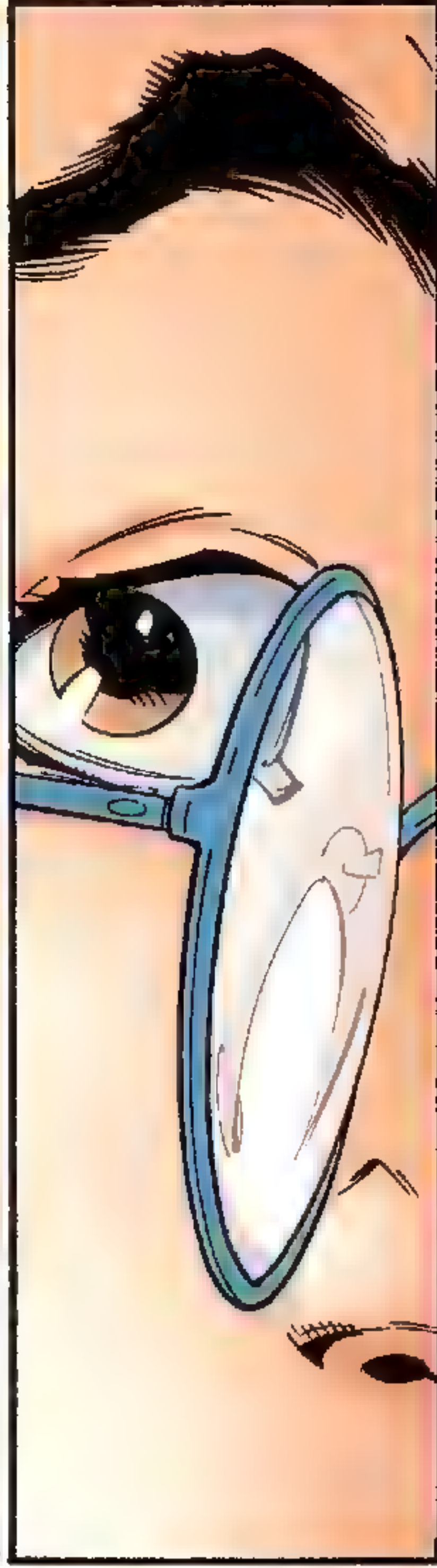
PETER?



PETER?!

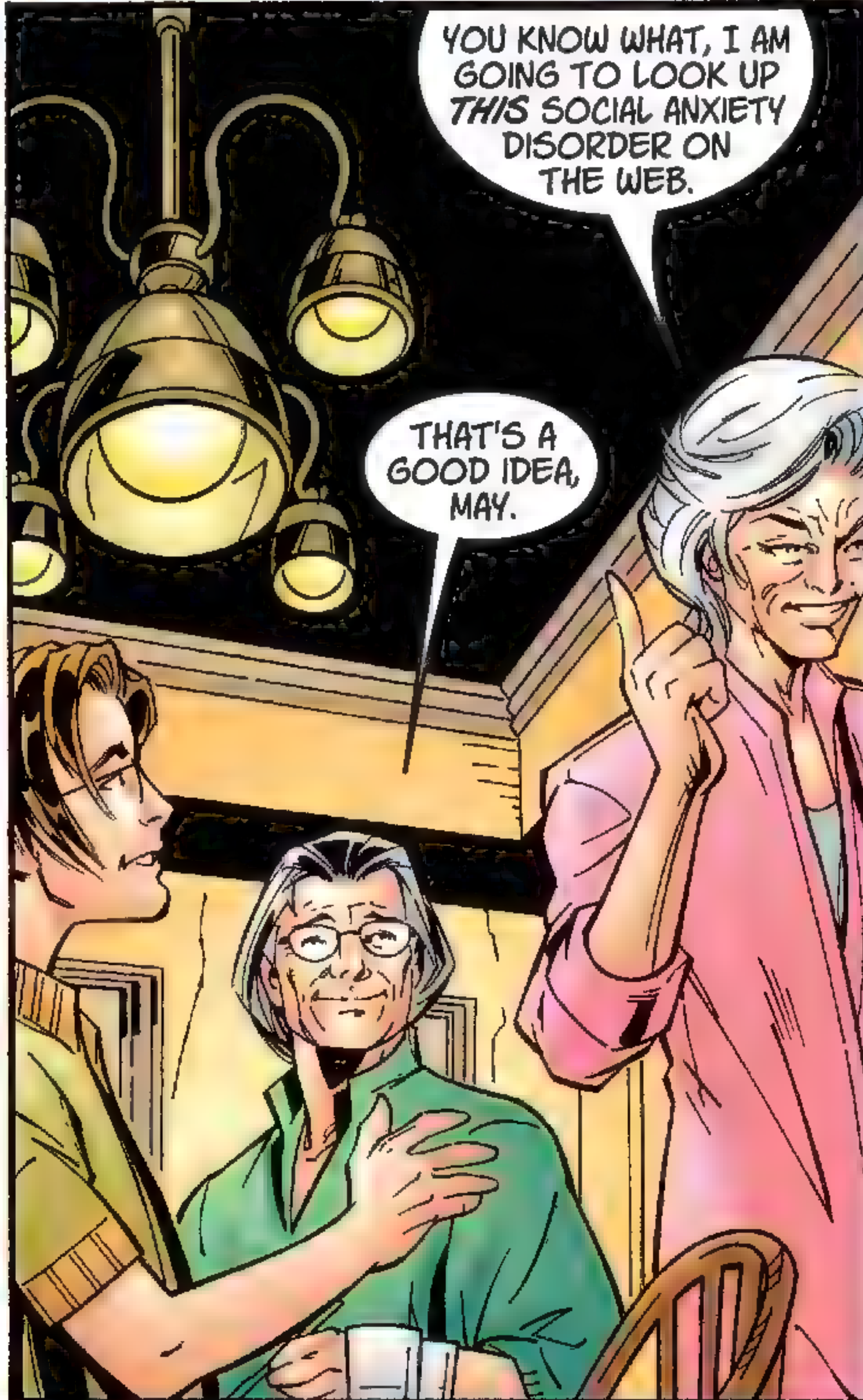


PETER?!



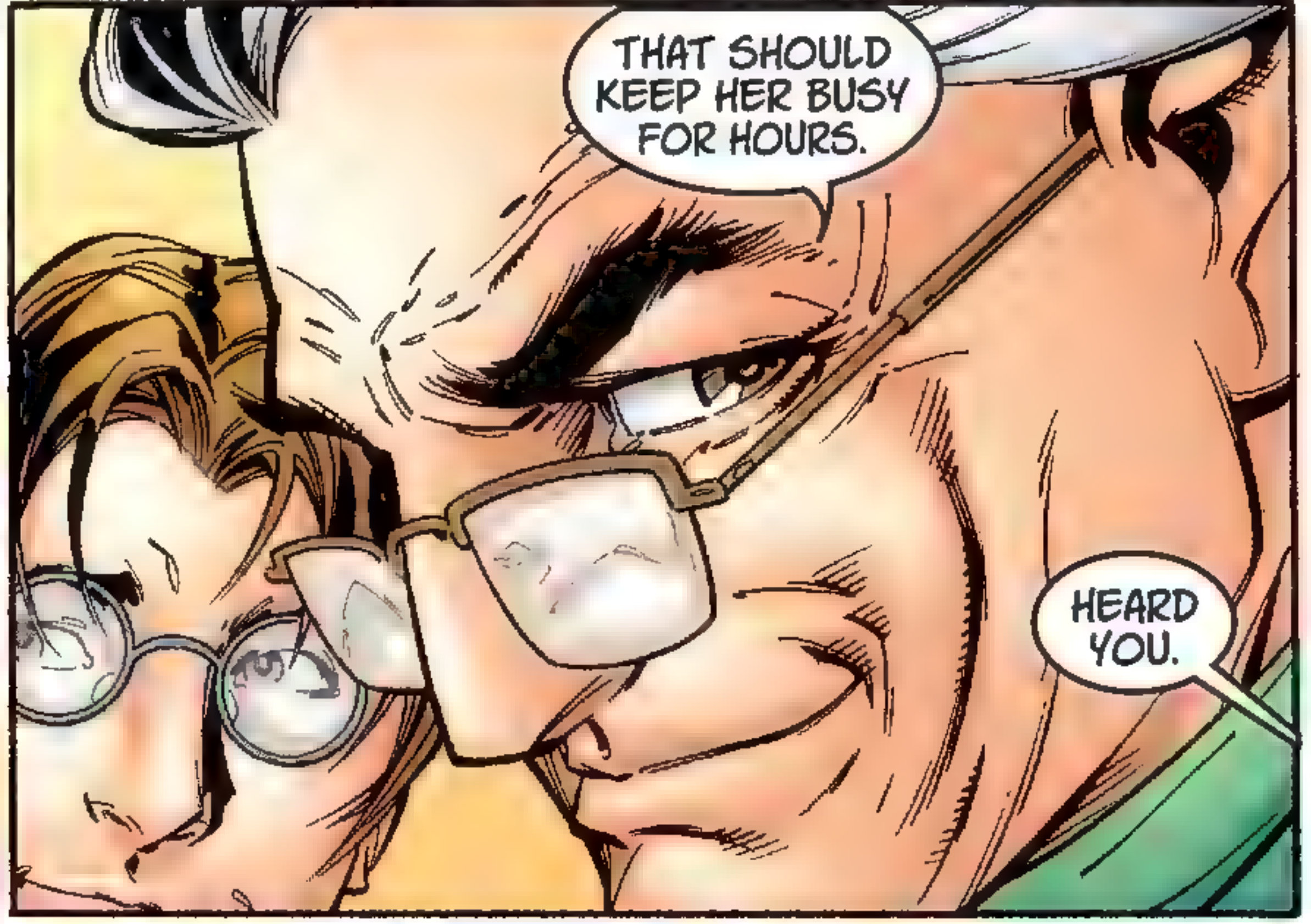
WHAT'S UP?
WHAT DID WE SAY ABOUT READING AT THE TABLE?

DID WE SAY WE LIKED IT?



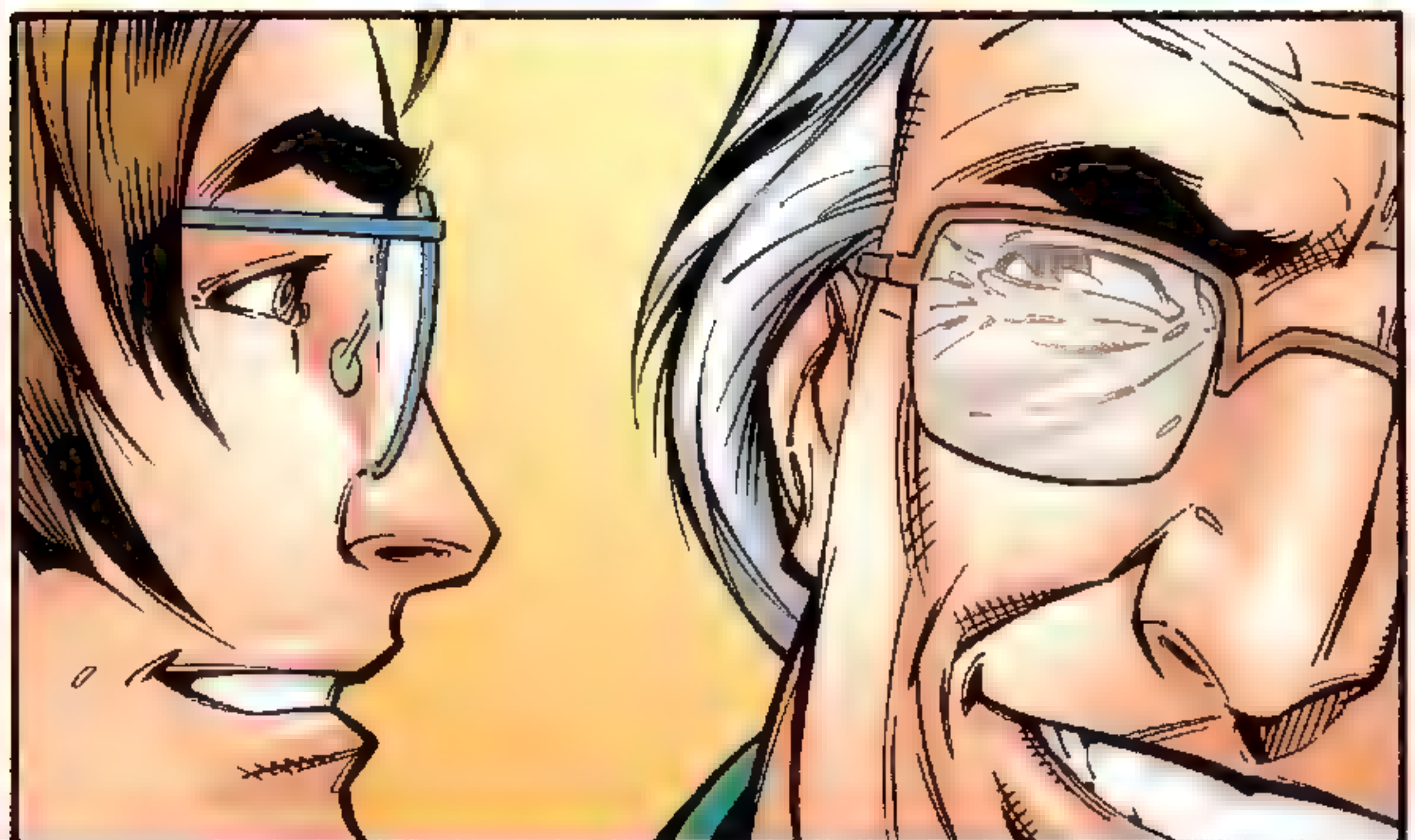
YOU KNOW WHAT, I AM GOING TO LOOK UP *THIS* SOCIAL ANXIETY DISORDER ON THE WEB.

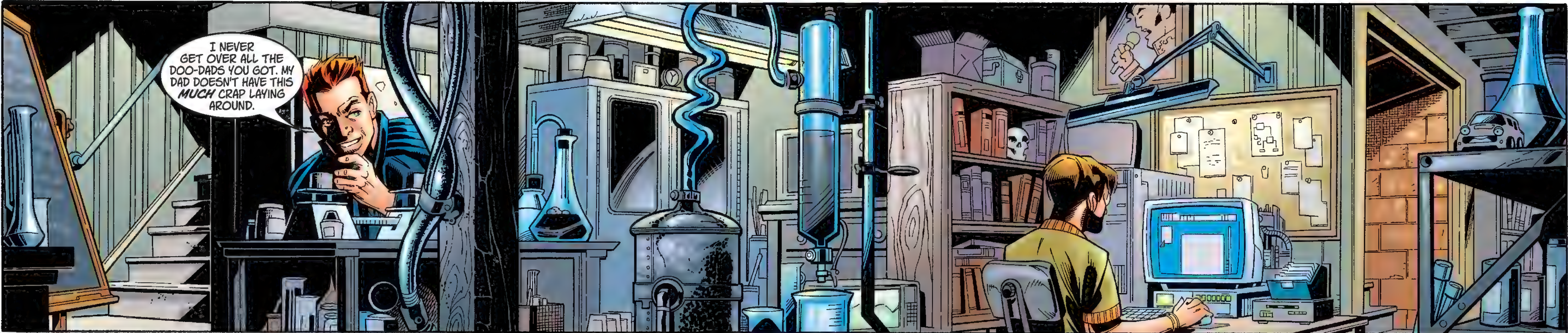
THAT'S A GOOD IDEA, MAY.



THAT SHOULD KEEP HER BUSY FOR HOURS.

HEARD YOU.



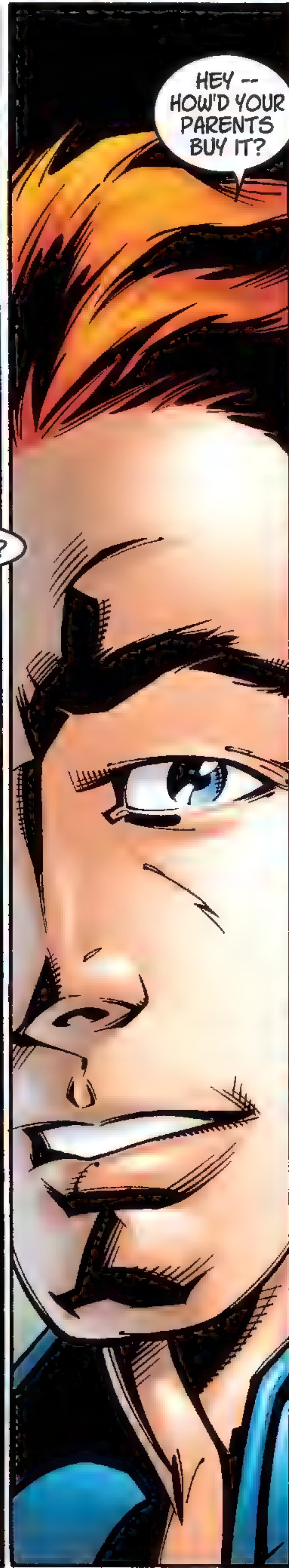


I NEVER GET OVER ALL THE DOO-DADS YOU GOT. MY DAD DOESN'T HAVE THIS MUCH CRAP LAYING AROUND.

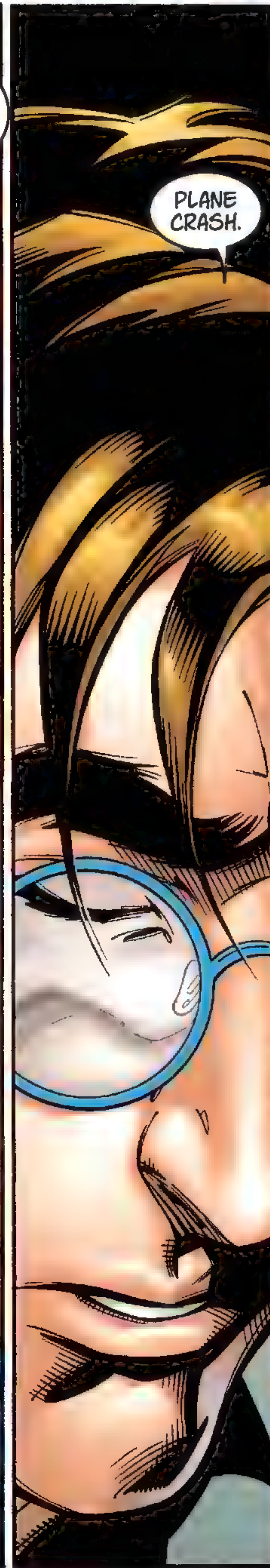


YEAH, MOST OF IT, Y'KNOW, I GOT FROM MY DAD.

INHERITED IT?
YEAH.



HEY -- HOW'D YOUR PARENTS BUY IT?

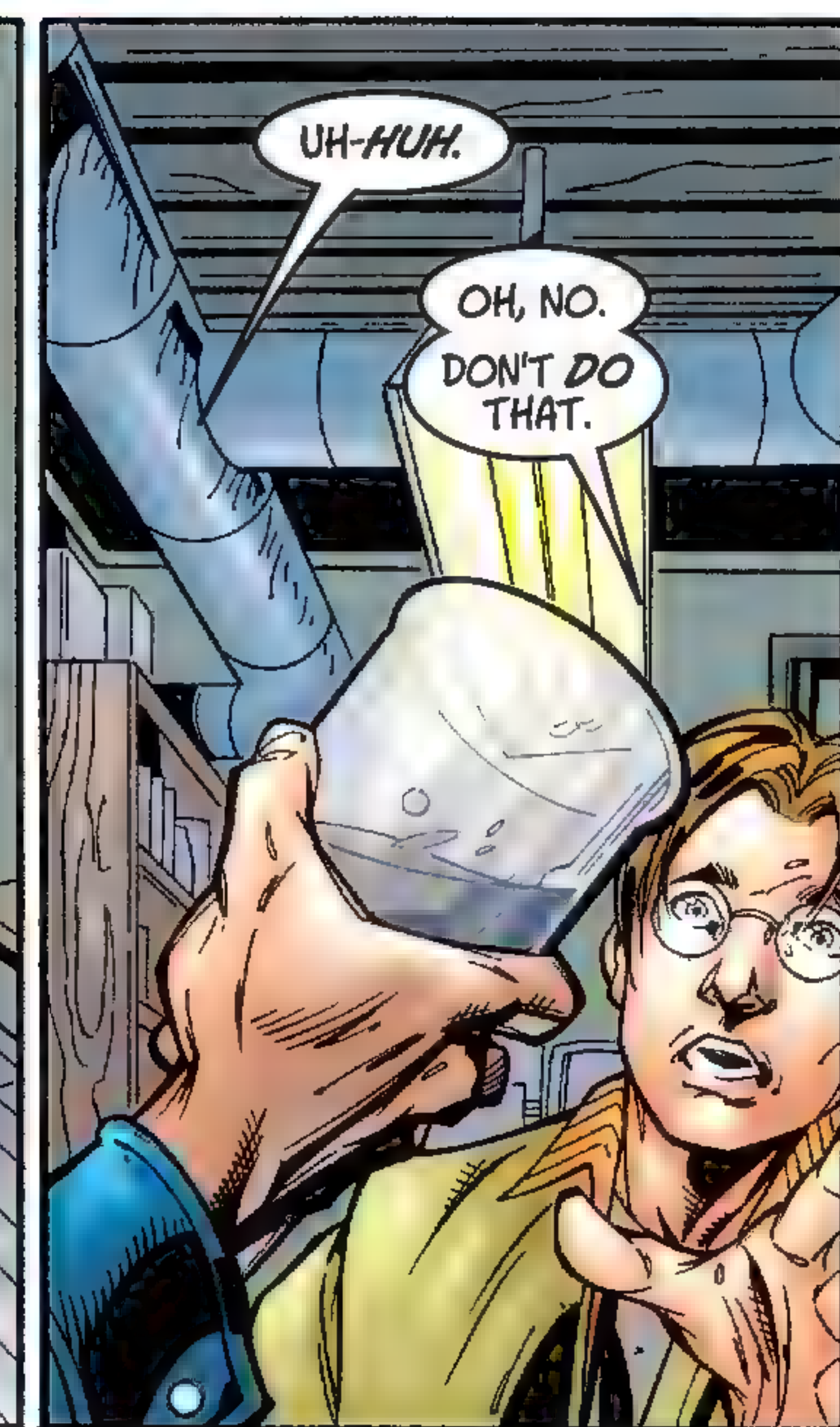


PLANE CRASH.



BUMMER. SO -- UH -- I BET THAT WATSON GIRL GETS ALL HOT AND BOTHERED DOWN HERE, HUH?

WE'RE JUST FRIENDS.



UH-HUH.

OH, NO. DON'T DO THAT.

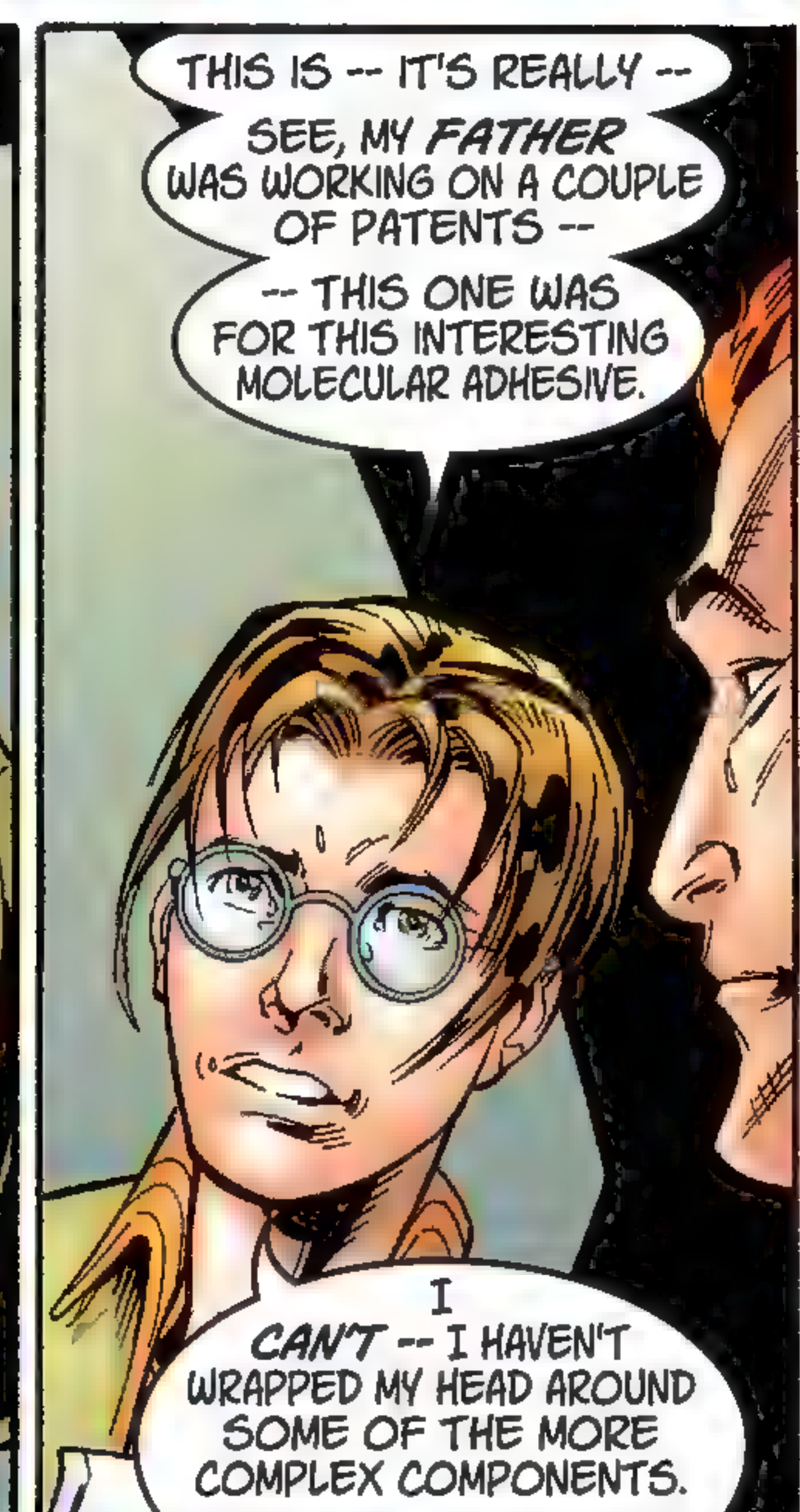


SORRY. DELICATE.

WHAT IS ALL THIS ANYHOW?

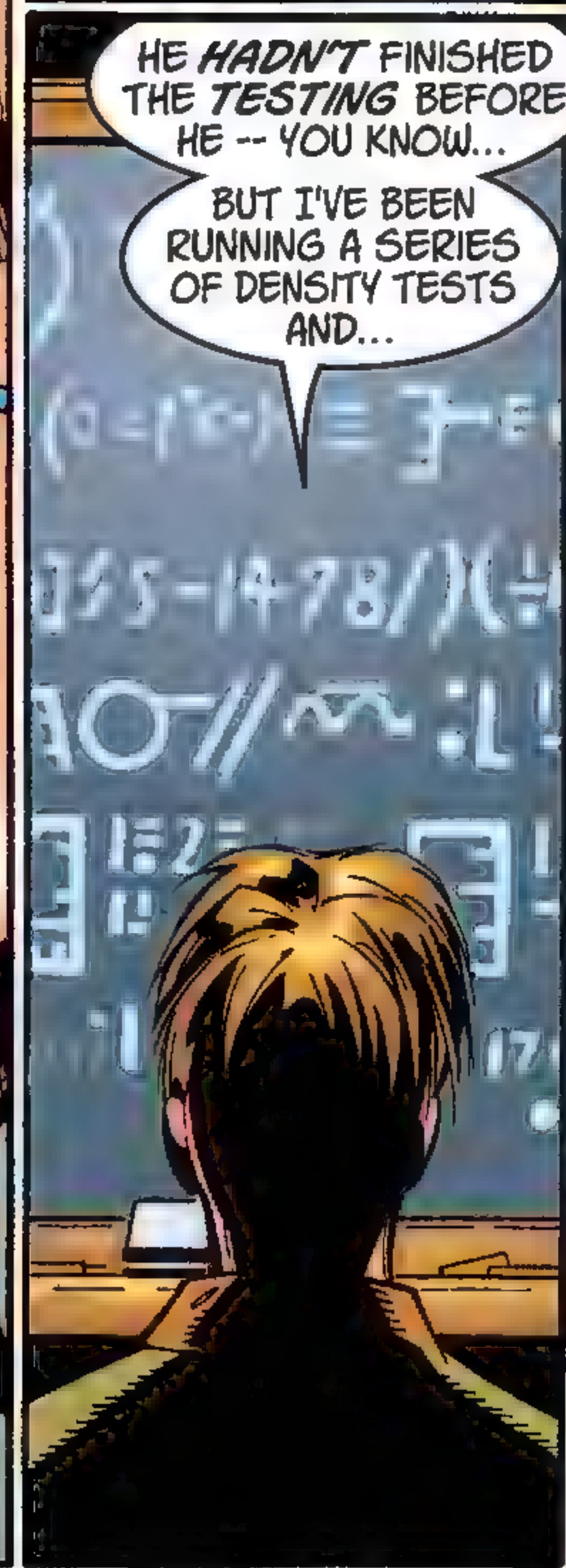
YOU'RE NOT GOING TO BLOW UP THE SCHOOL, ARE YOU?

NO. STOP IT.

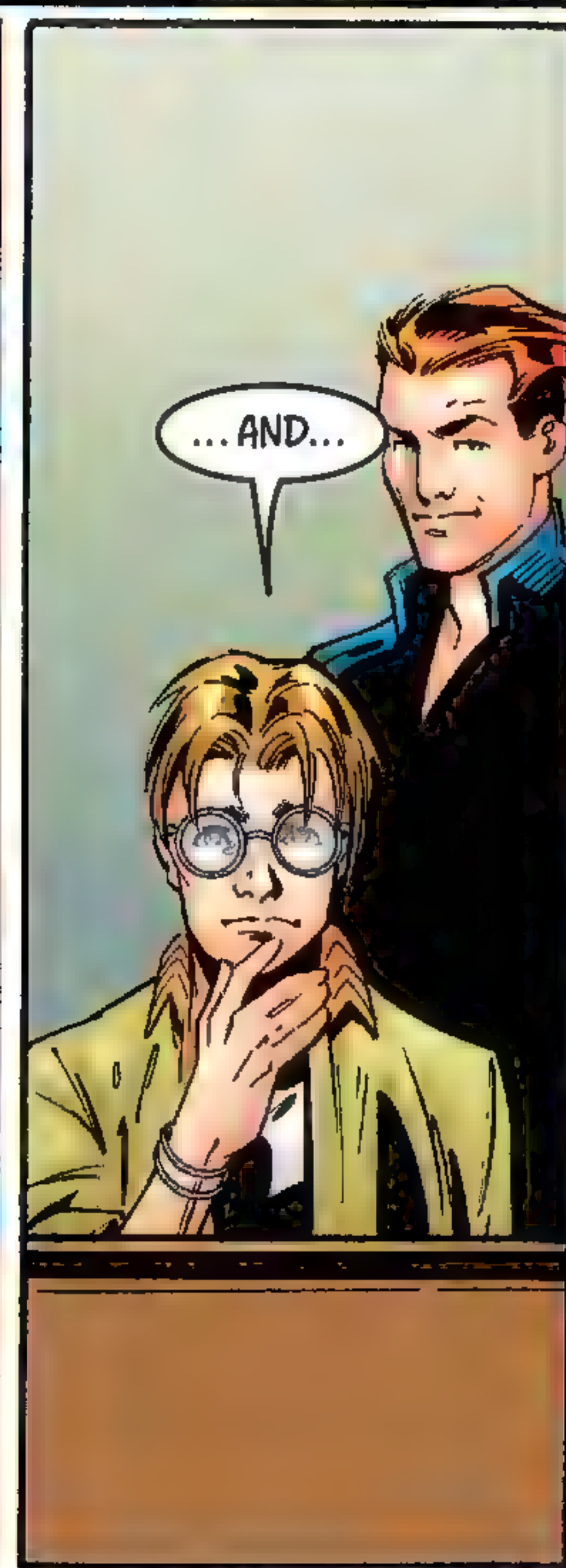


THIS IS -- IT'S REALLY -- SEE, MY FATHER WAS WORKING ON A COUPLE OF PATENTS -- -- THIS ONE WAS FOR THIS INTERESTING MOLECULAR ADHESIVE.

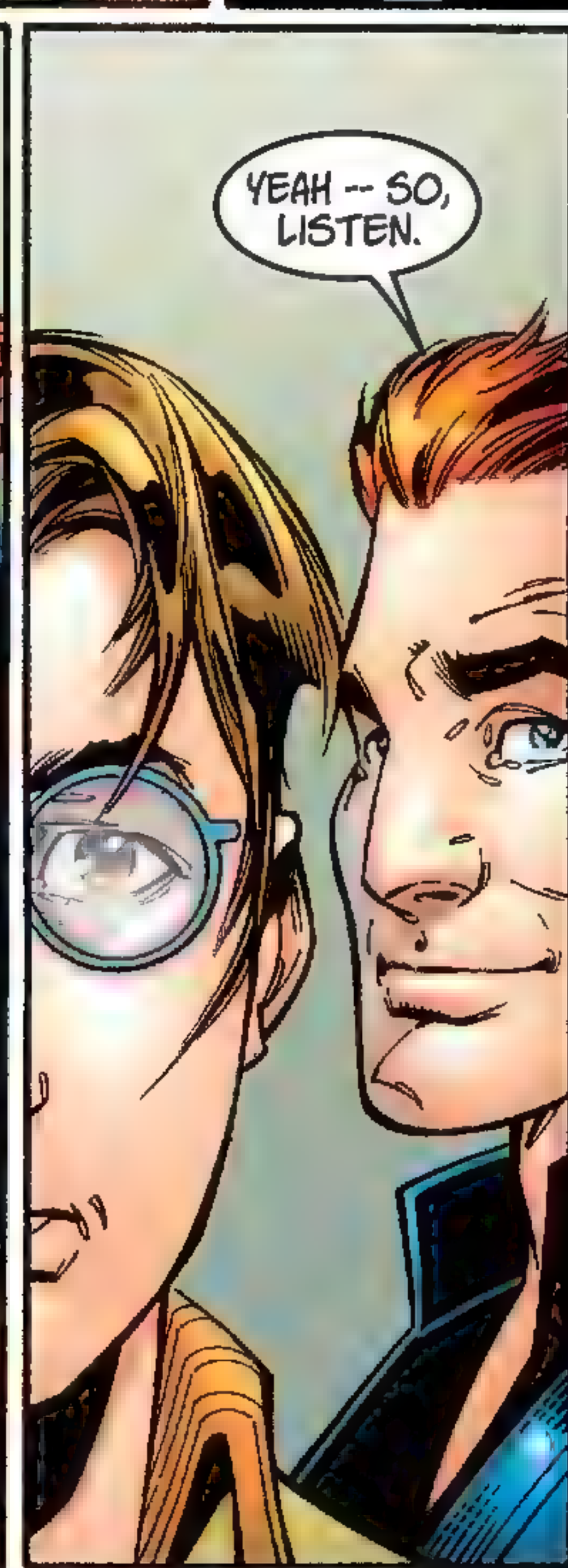
I CAN'T -- I HAVEN'T WRAPPED MY HEAD AROUND SOME OF THE MORE COMPLEX COMPONENTS.



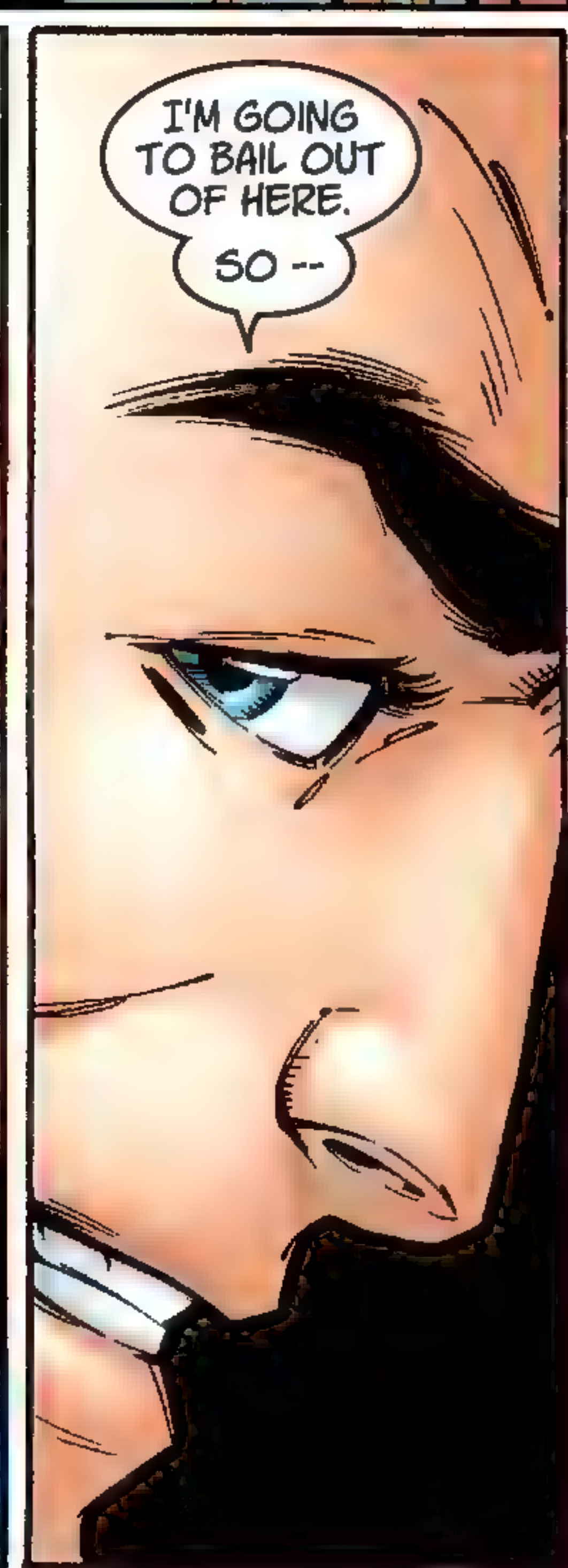
HE HADN'T FINISHED THE TESTING BEFORE HE -- YOU KNOW... BUT I'VE BEEN RUNNING A SERIES OF DENSITY TESTS AND...



... AND...

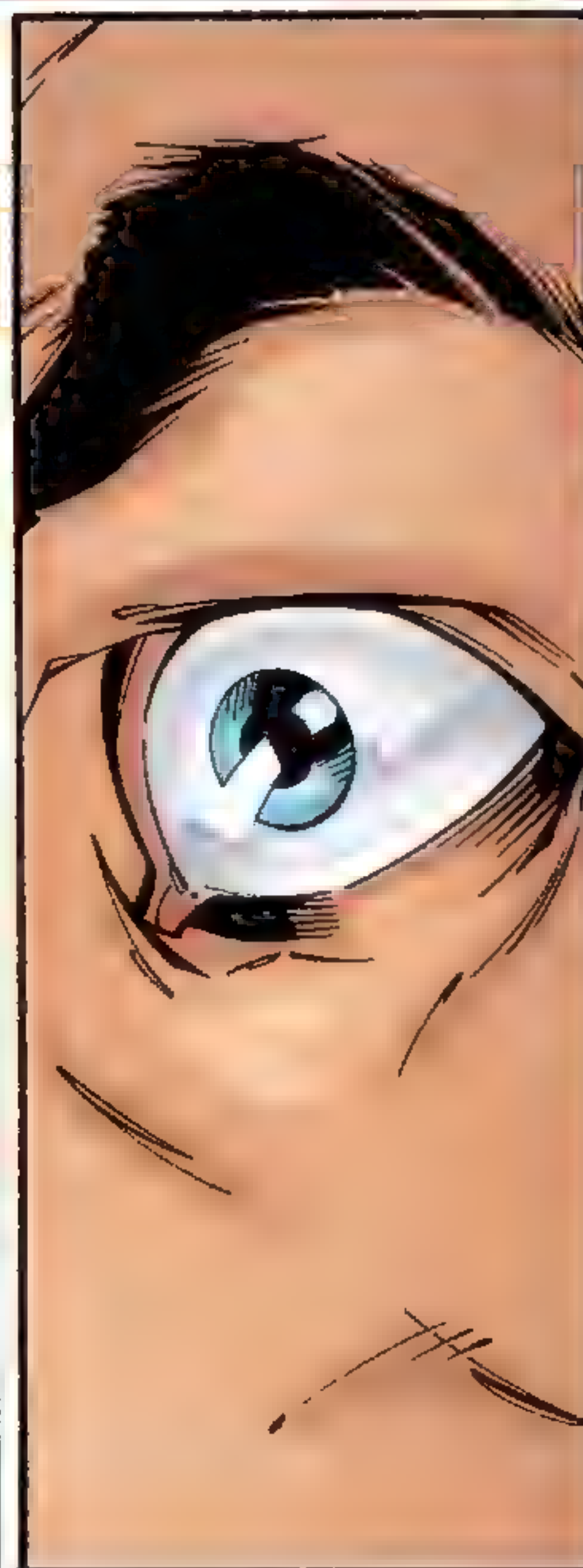
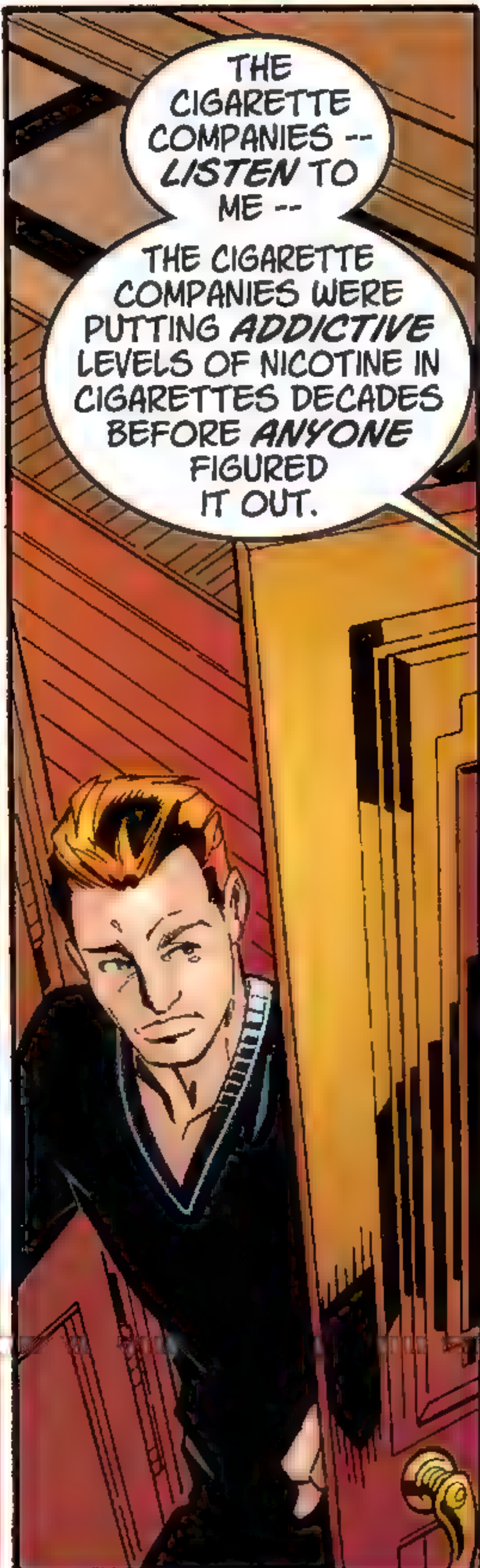
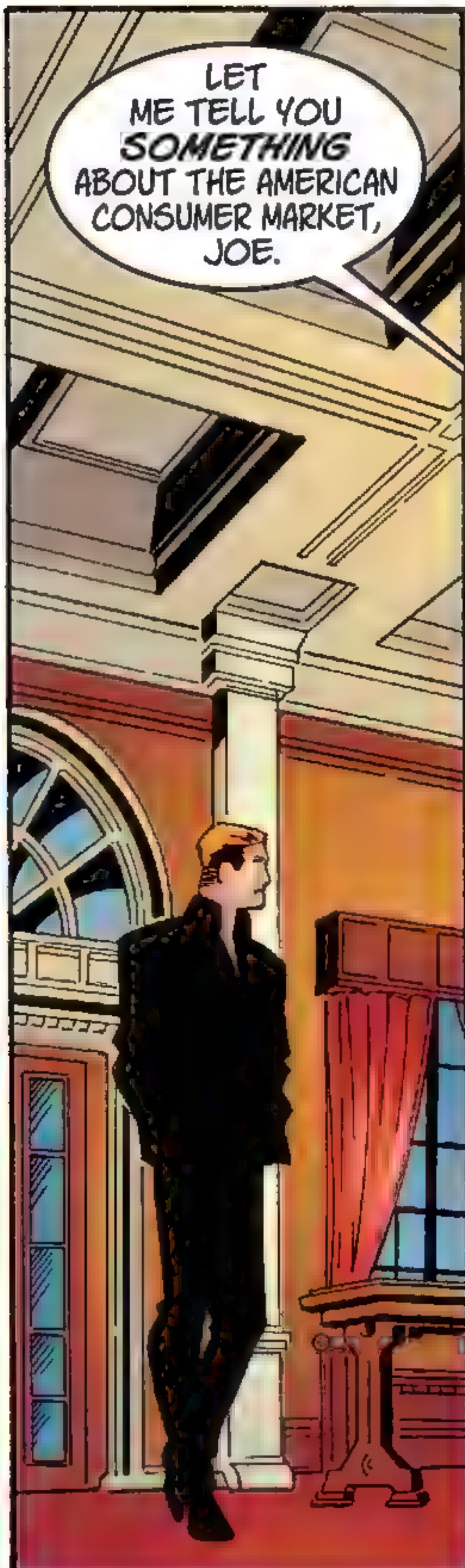


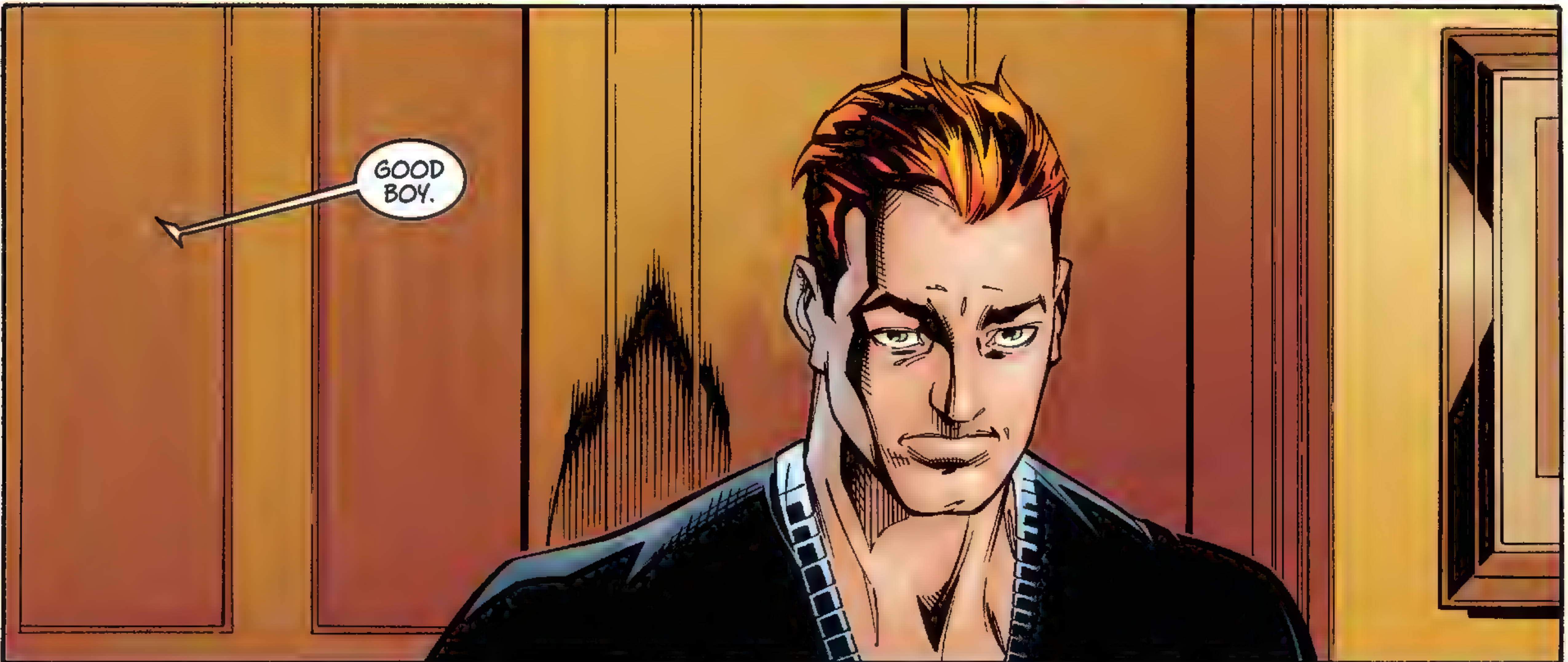
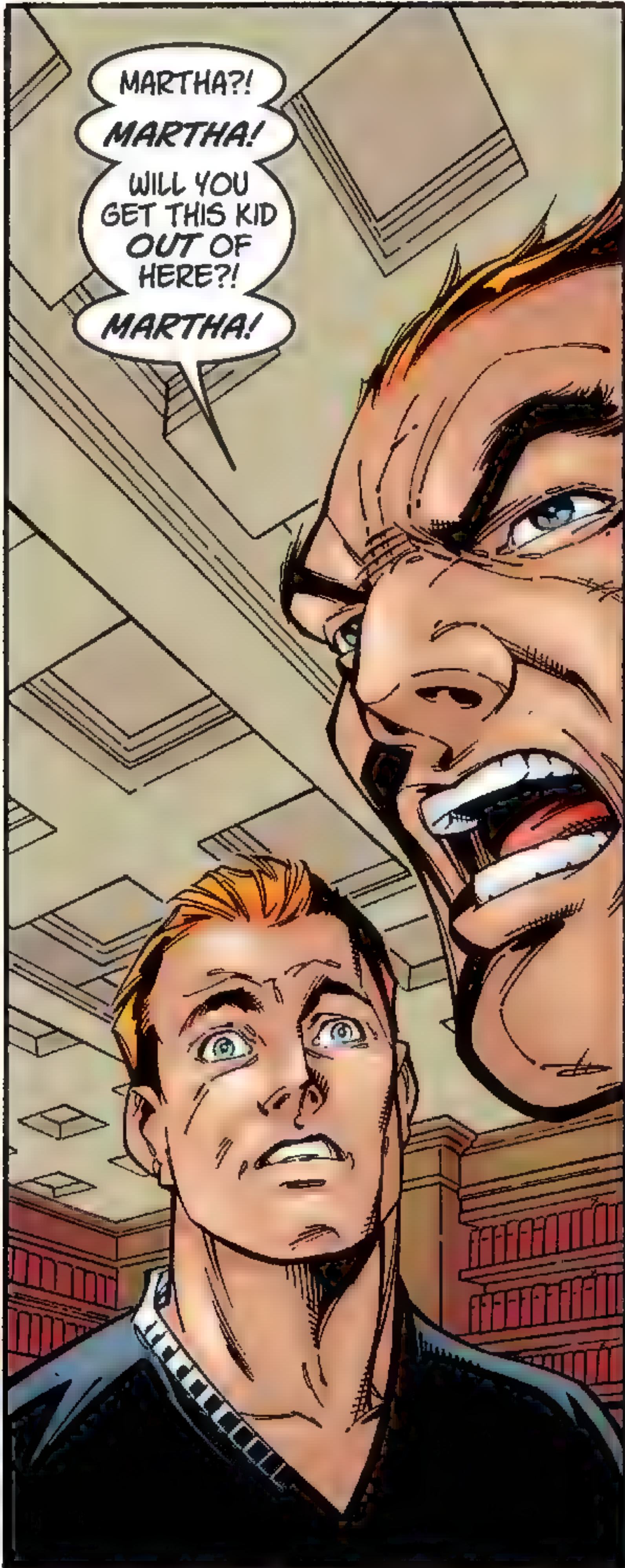
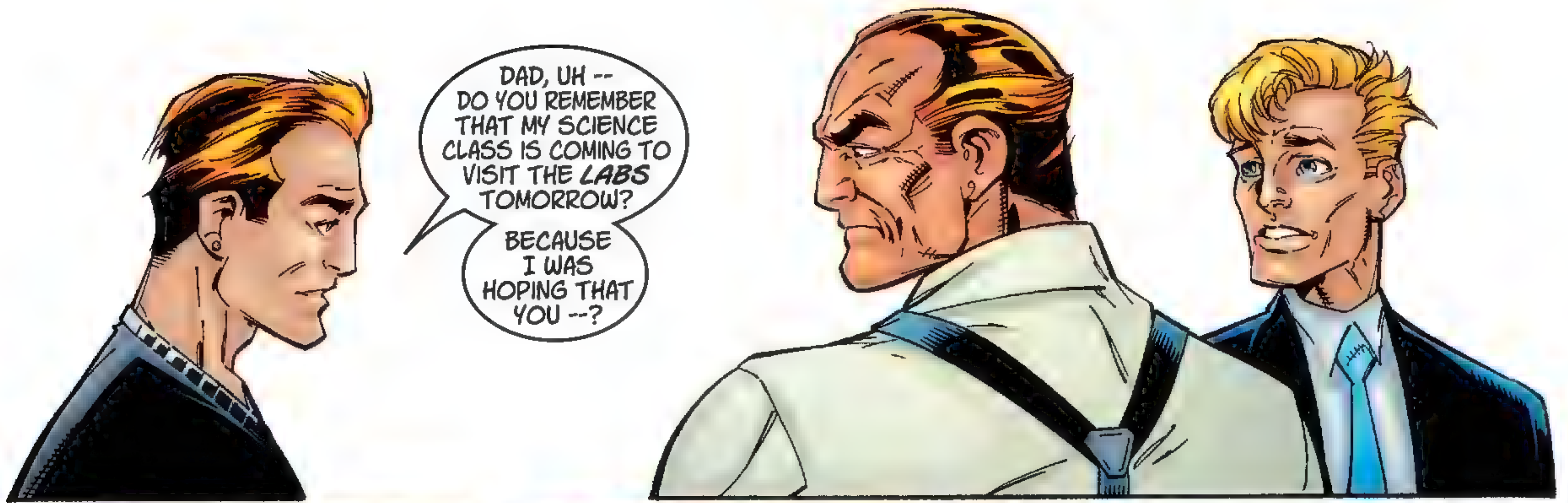
YEAH -- SO, LISTEN.

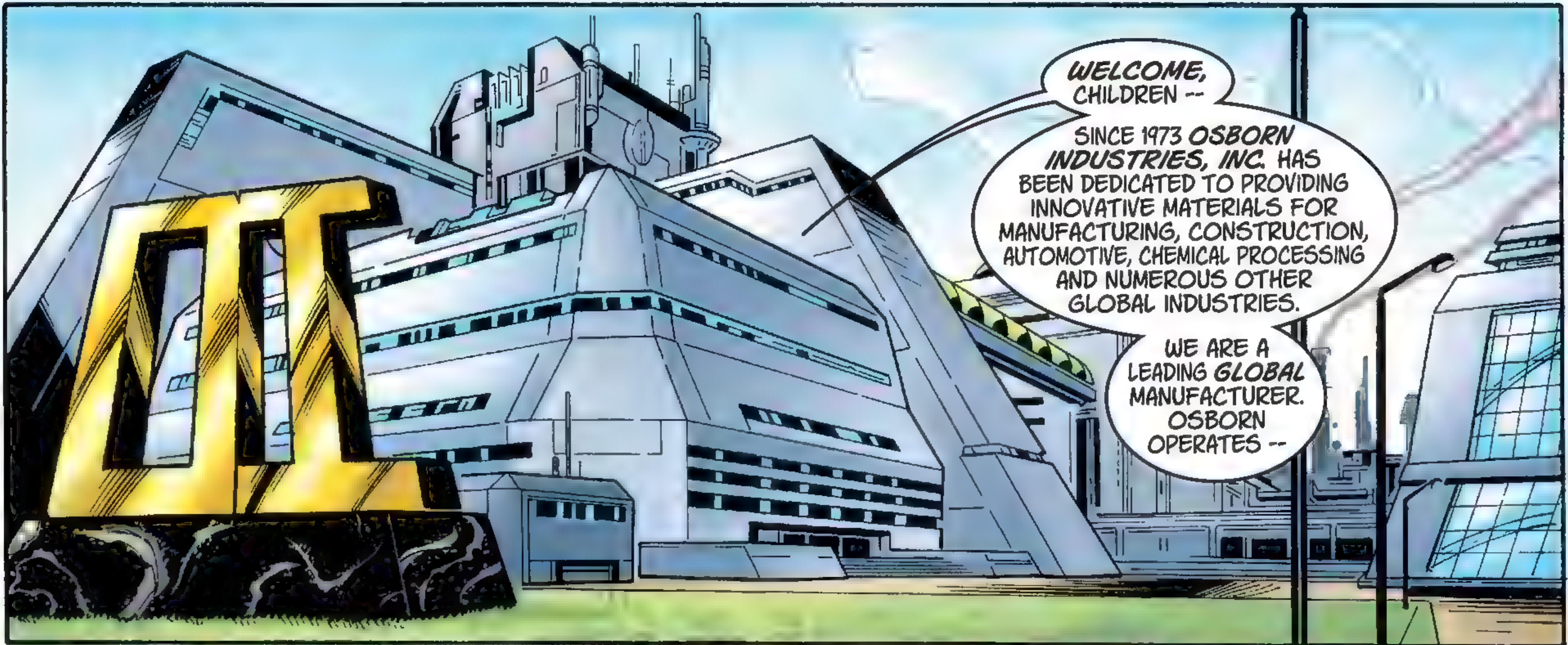


I'M GOING TO BAIL OUT OF HERE. SO --





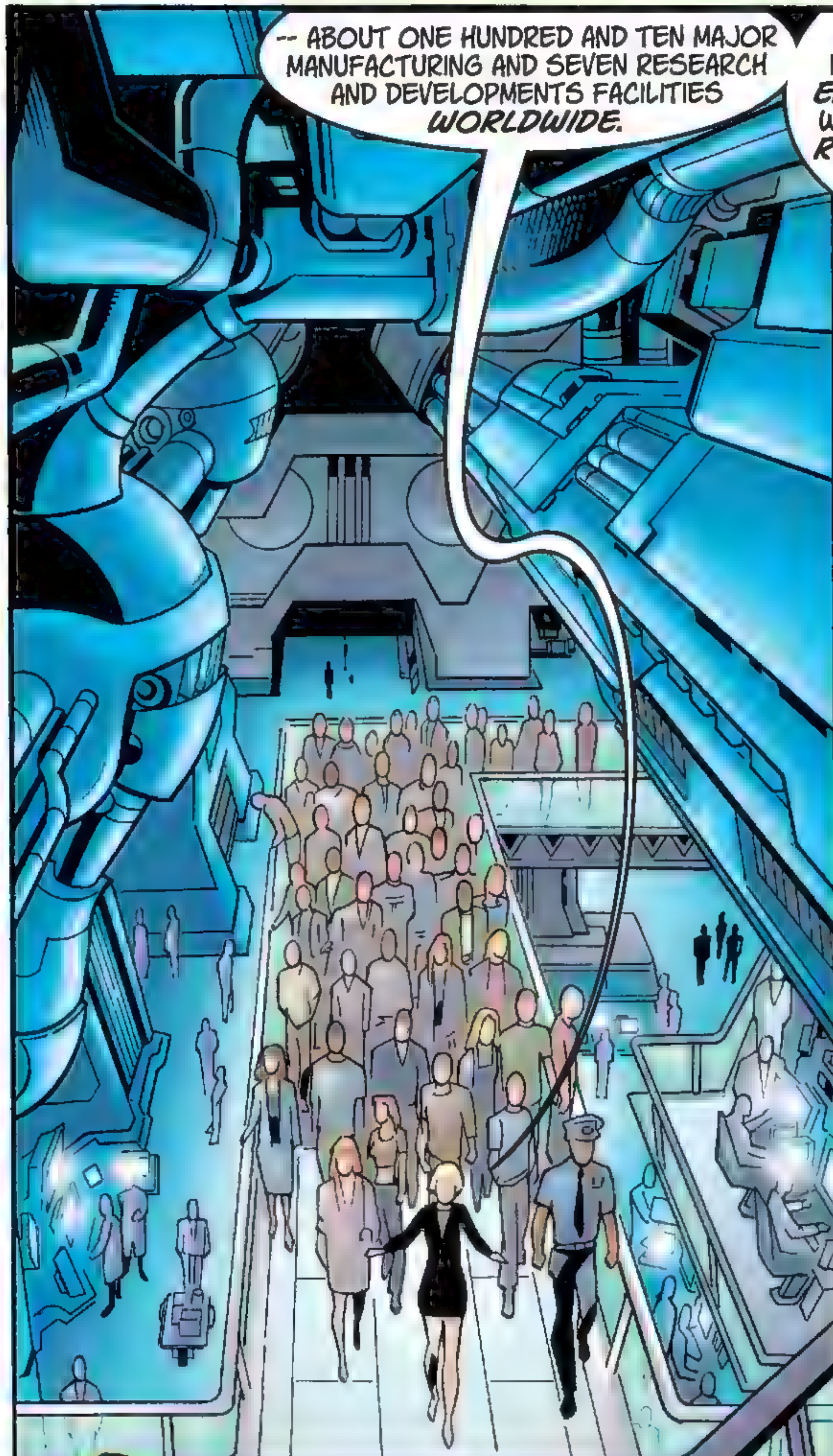




WELCOME,
CHILDREN --

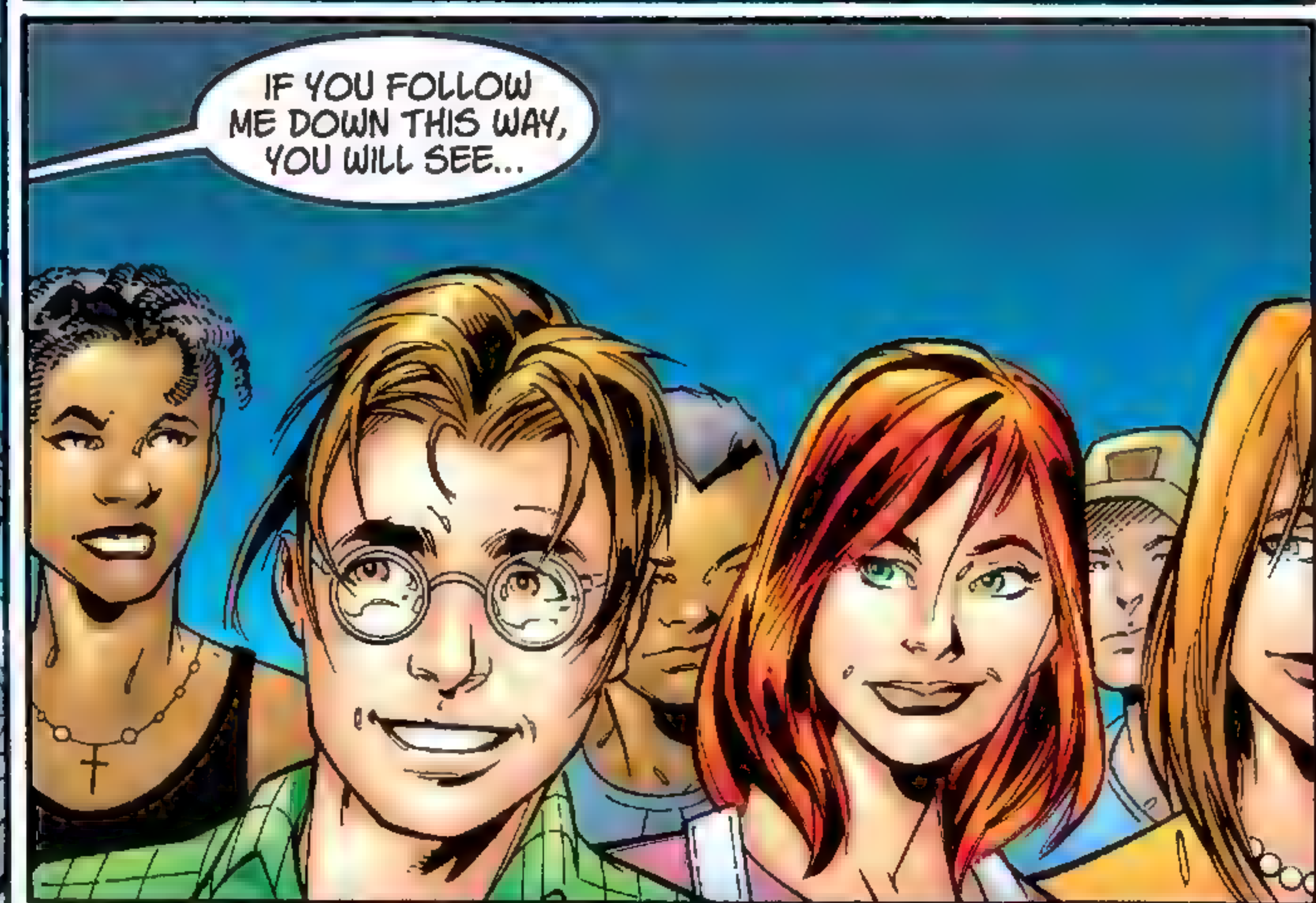
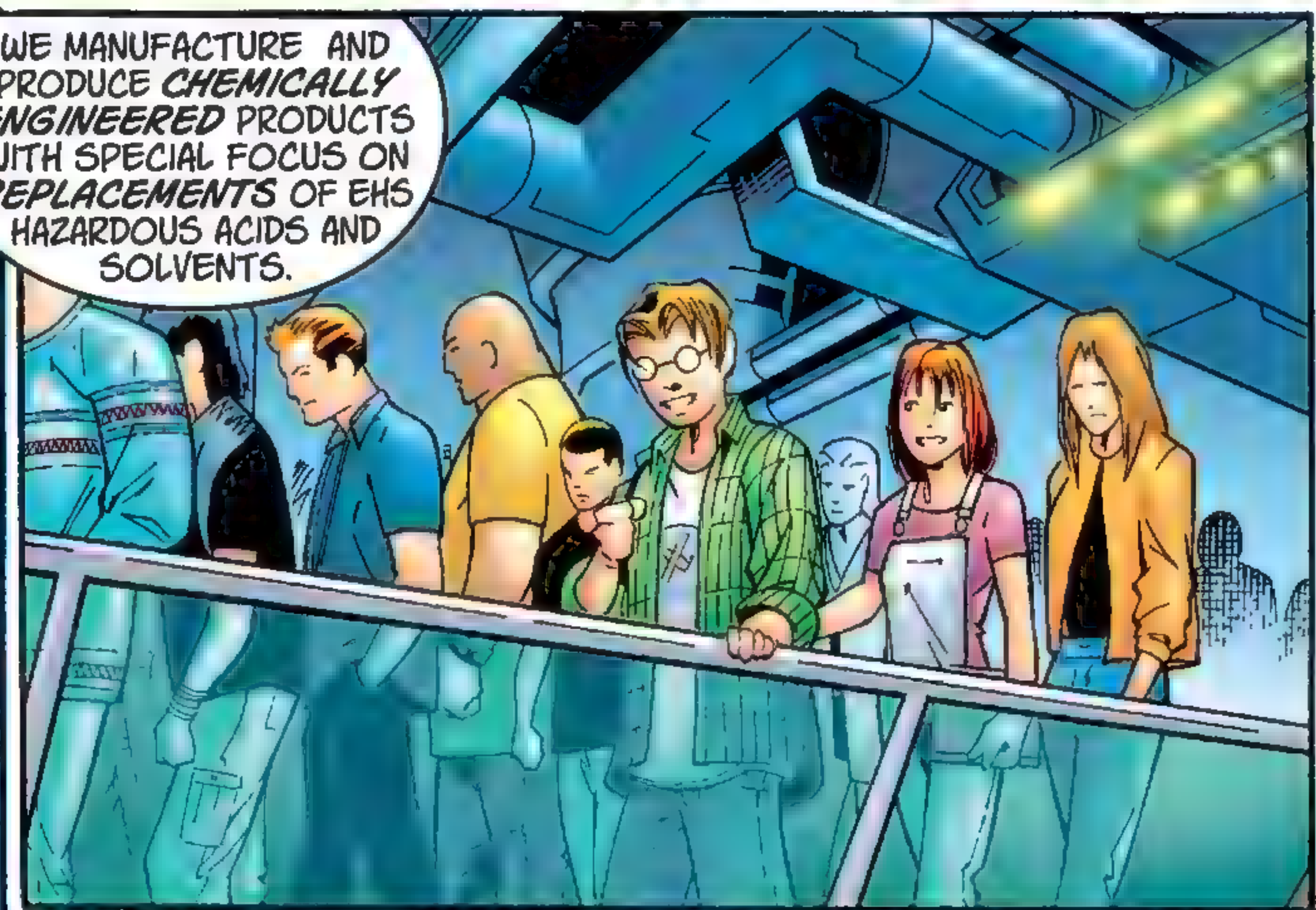
SINCE 1973 OSBORN
INDUSTRIES, INC. HAS
BEEN DEDICATED TO PROVIDING
INNOVATIVE MATERIALS FOR
MANUFACTURING, CONSTRUCTION,
AUTOMOTIVE, CHEMICAL PROCESSING
AND NUMEROUS OTHER
GLOBAL INDUSTRIES.

WE ARE A
LEADING GLOBAL
MANUFACTURER.
OSBORN
OPERATES --

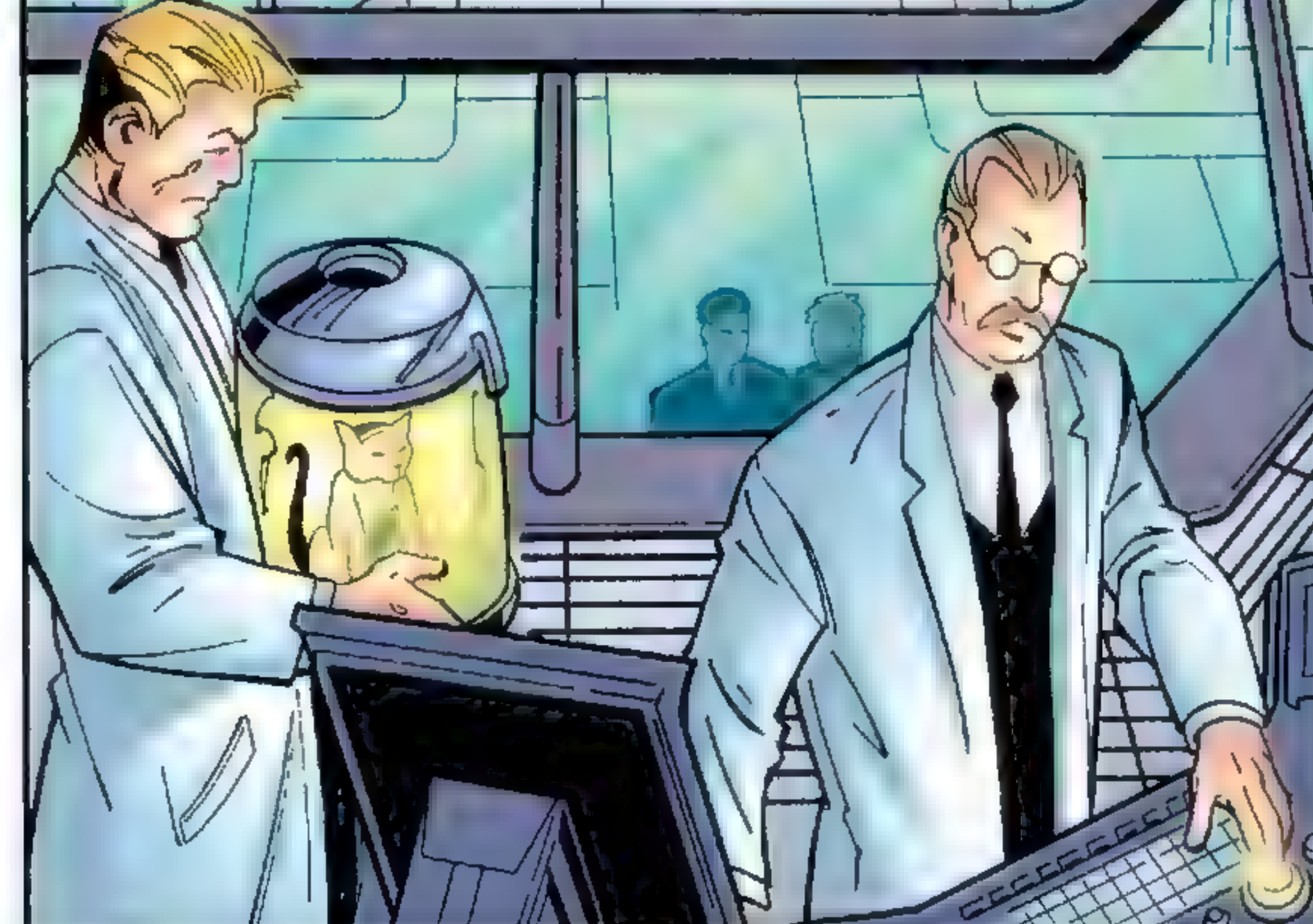


-- ABOUT ONE HUNDRED AND TEN MAJOR
MANUFACTURING AND SEVEN RESEARCH
AND DEVELOPMENTS FACILITIES
WORLDWIDE.

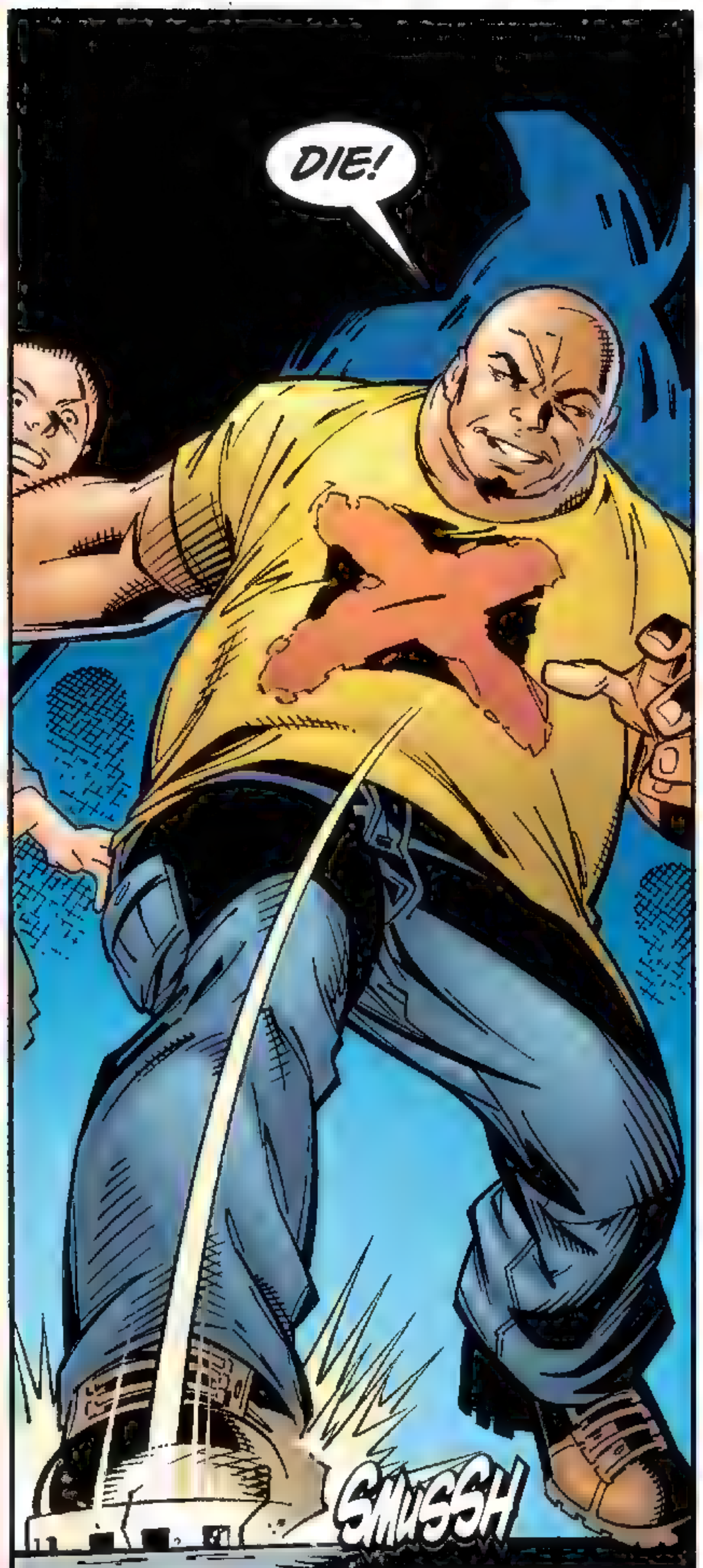
WE MANUFACTURE AND
PRODUCE **CHEMICALLY
ENGINEERED** PRODUCTS
WITH SPECIAL FOCUS ON
REPLACEMENTS OF EHS
HAZARDOUS ACIDS AND
SOLVENTS.

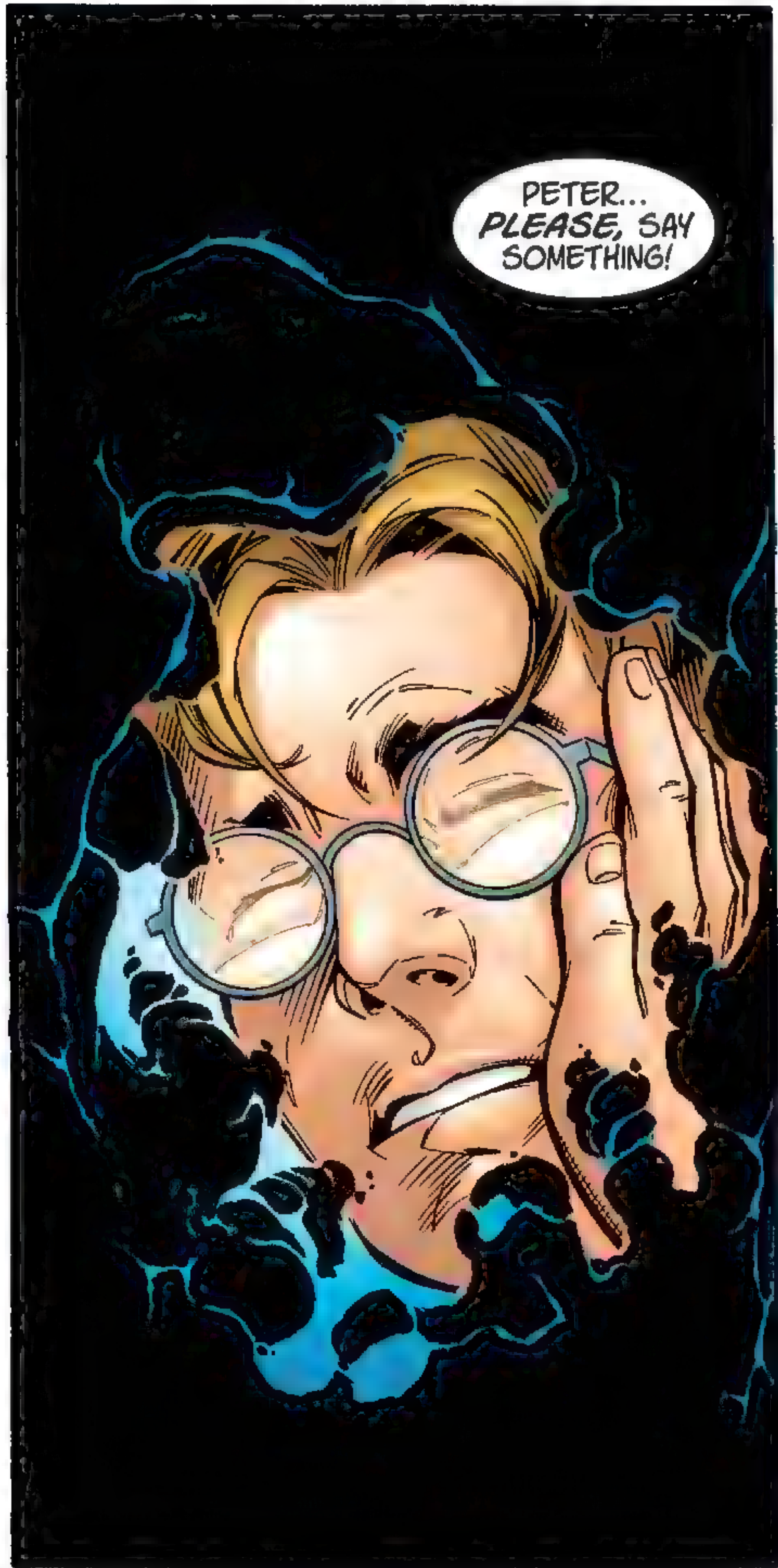


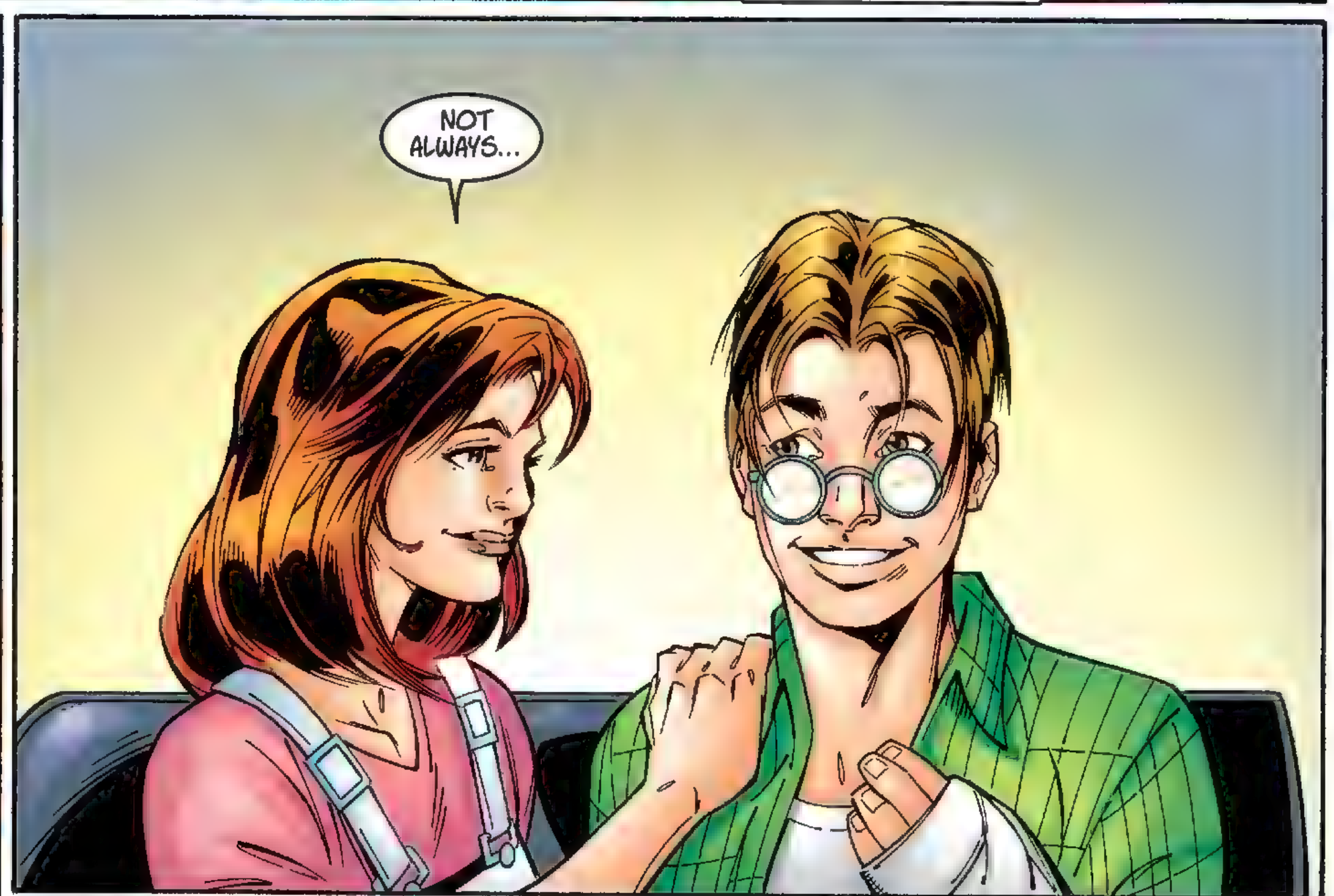
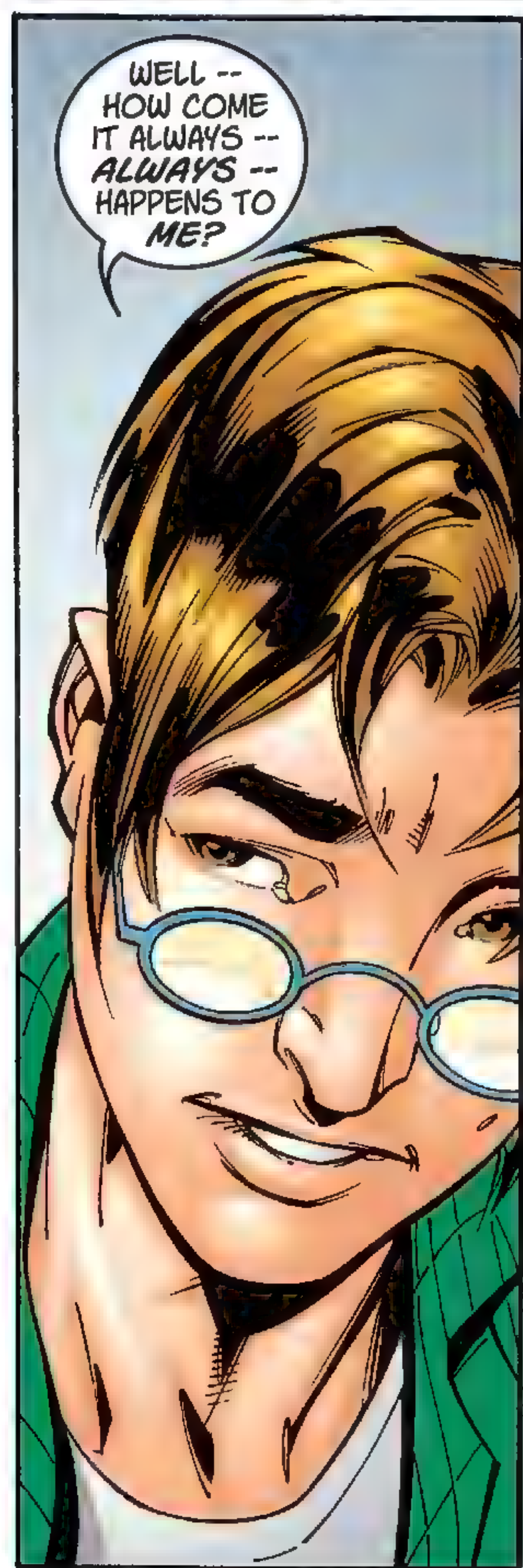
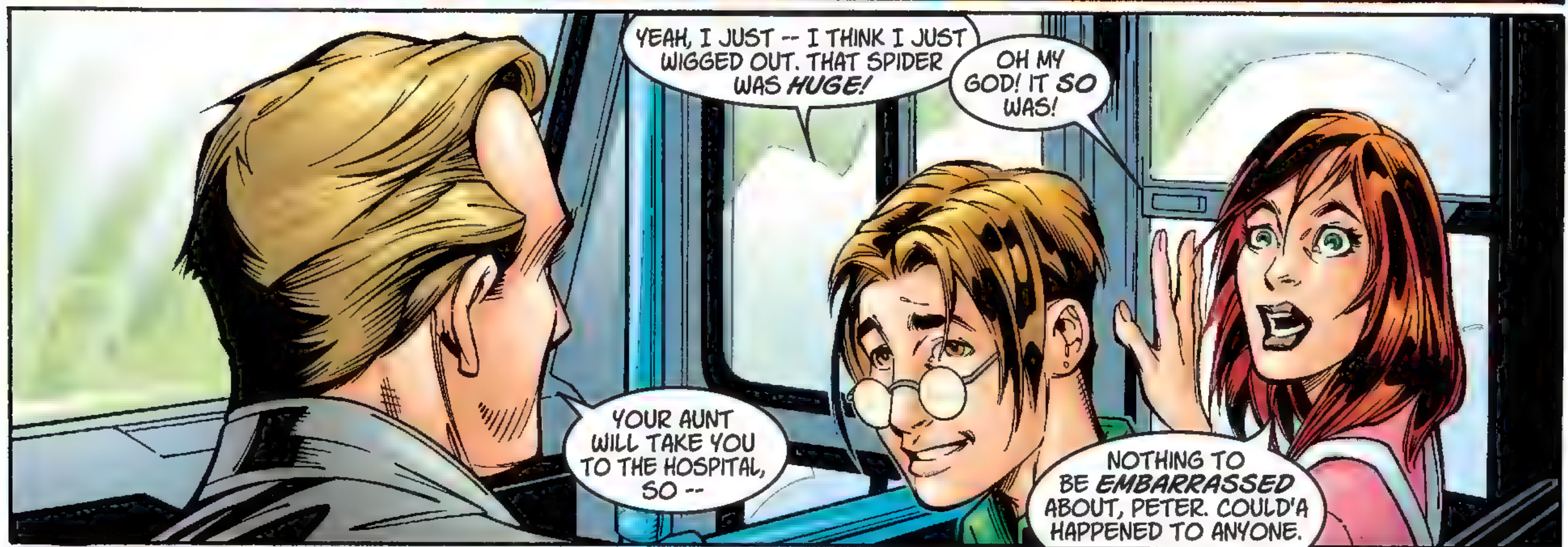
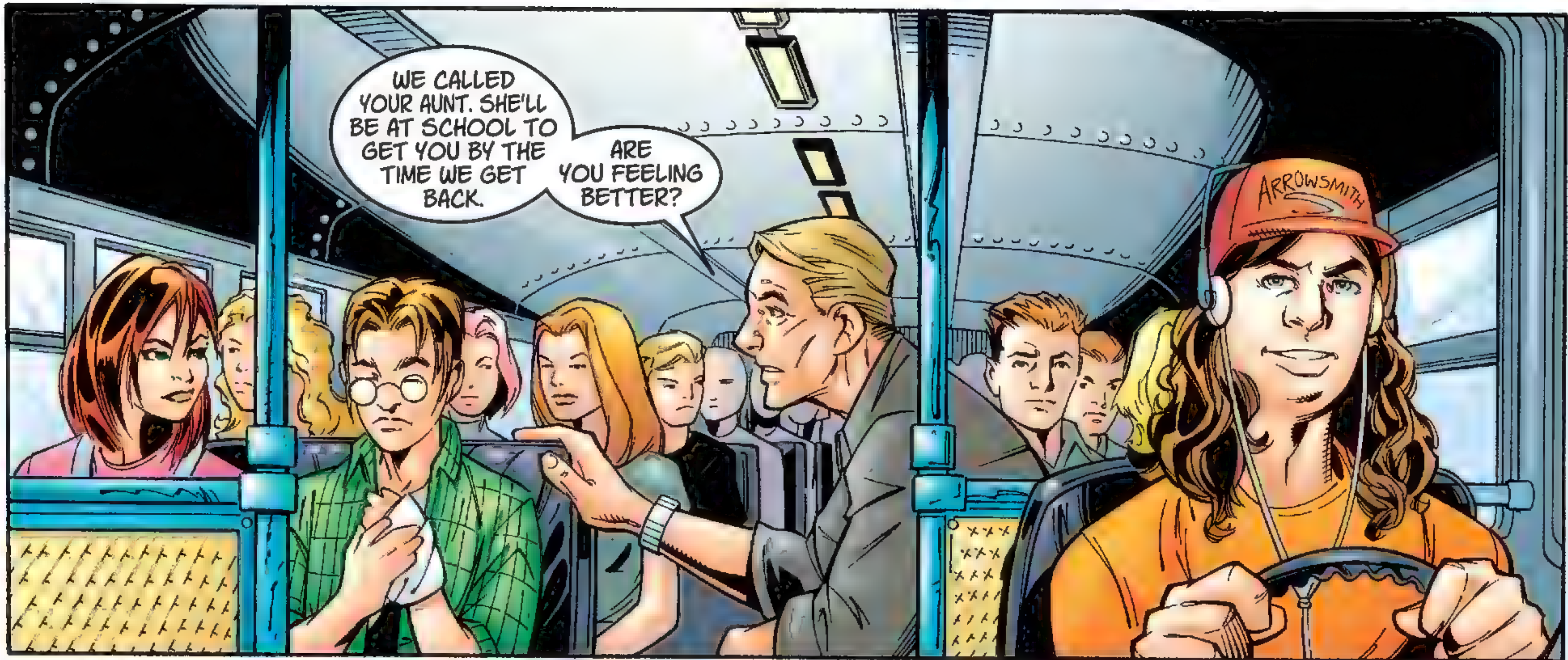
IF YOU FOLLOW
ME DOWN THIS WAY,
YOU WILL SEE...









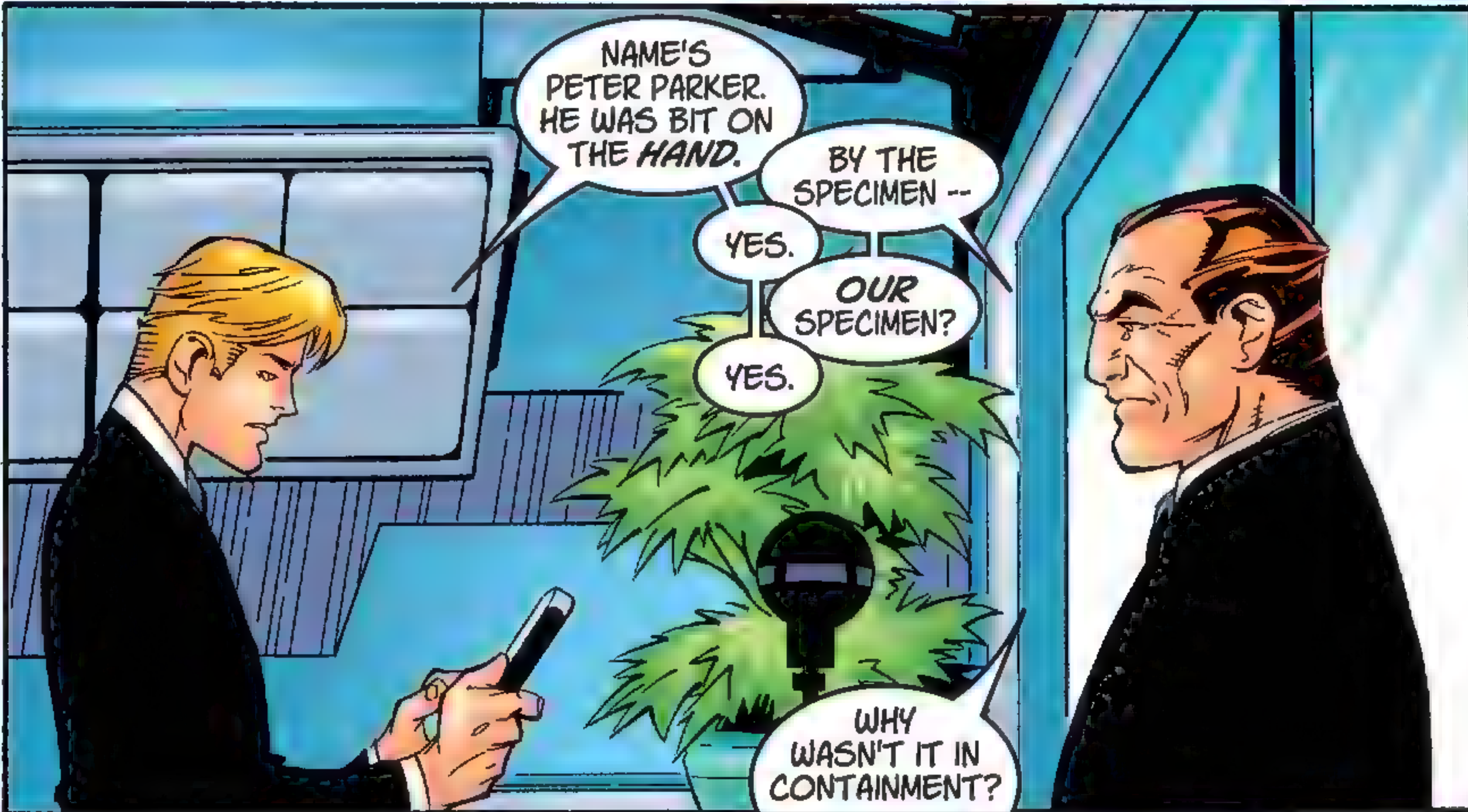




SEEMS
THERE WAS AN
INCIDENT ON THE
MAIN LABORATORY
FLOOR.
ONE OF YOUR
SON'S CLASSMATES
WAS BITTEN BY THE
"OO" ARACHNID
SPECIMEN.



HARRY
SHOWS UP AND
SOMETHING TURNS
TO CRAP. WHAT A
SHOCKER.



NAME'S
PETER PARKER.
HE WAS BIT ON
THE HAND.

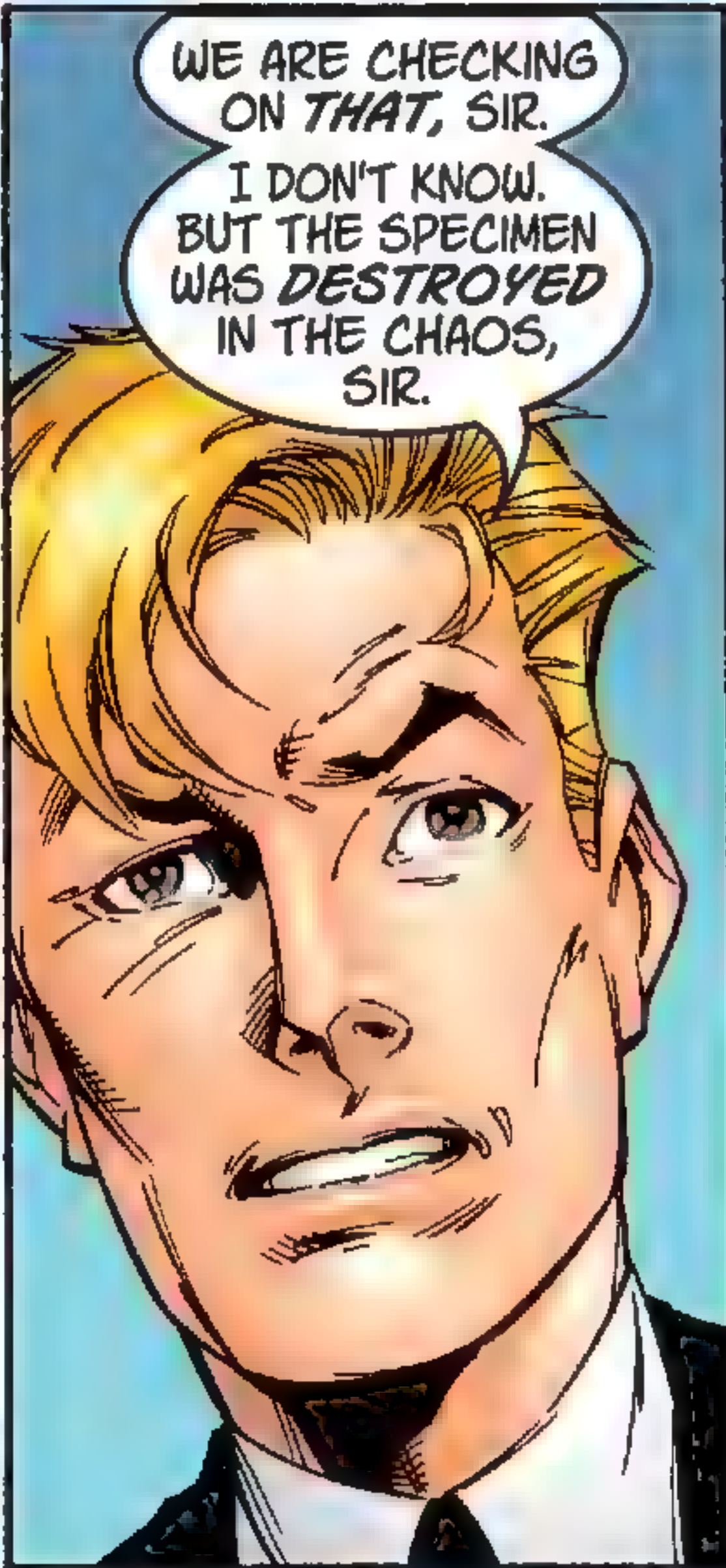
BY THE
SPECIMEN --

YES.

OUR
SPECIMEN?

YES.

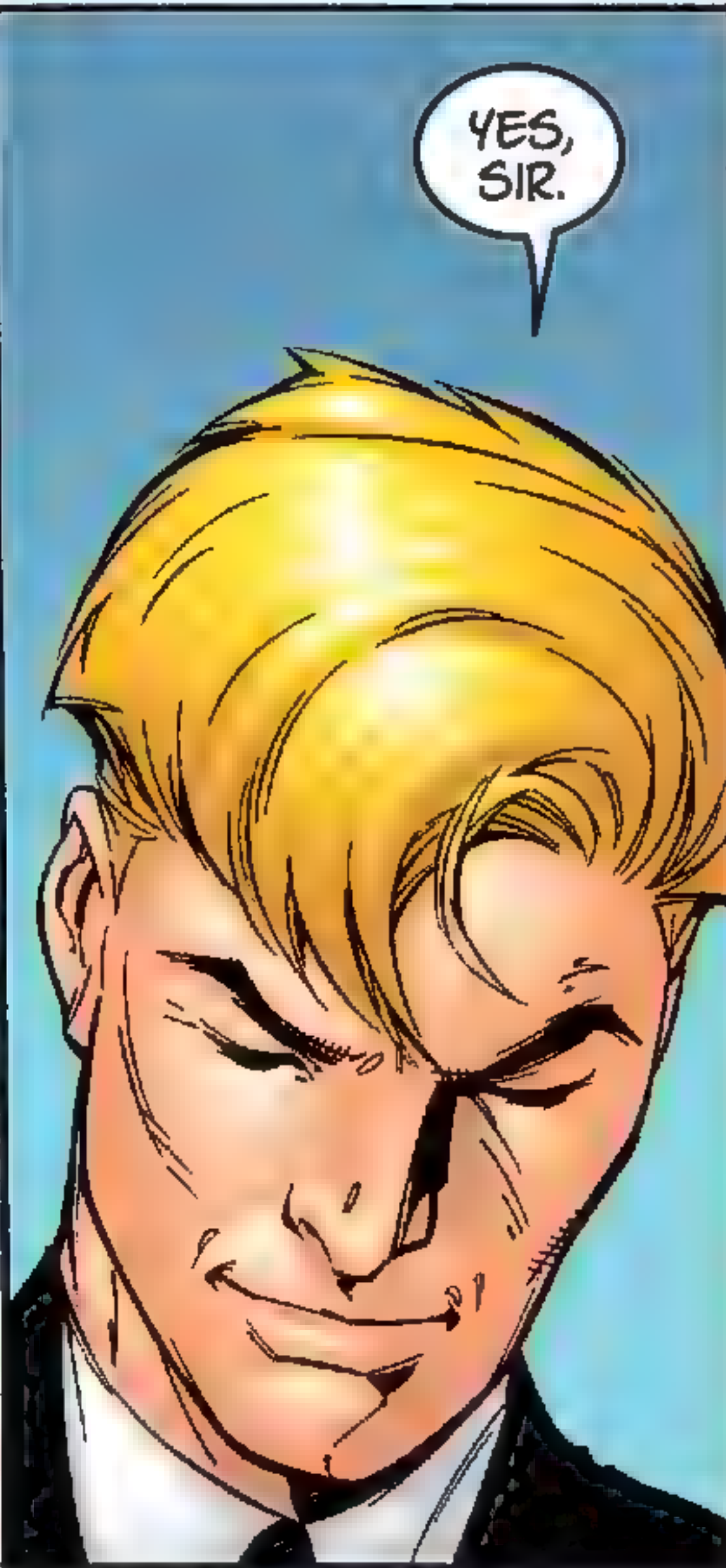
WHY
WASN'T IT IN
CONTAINMENT?



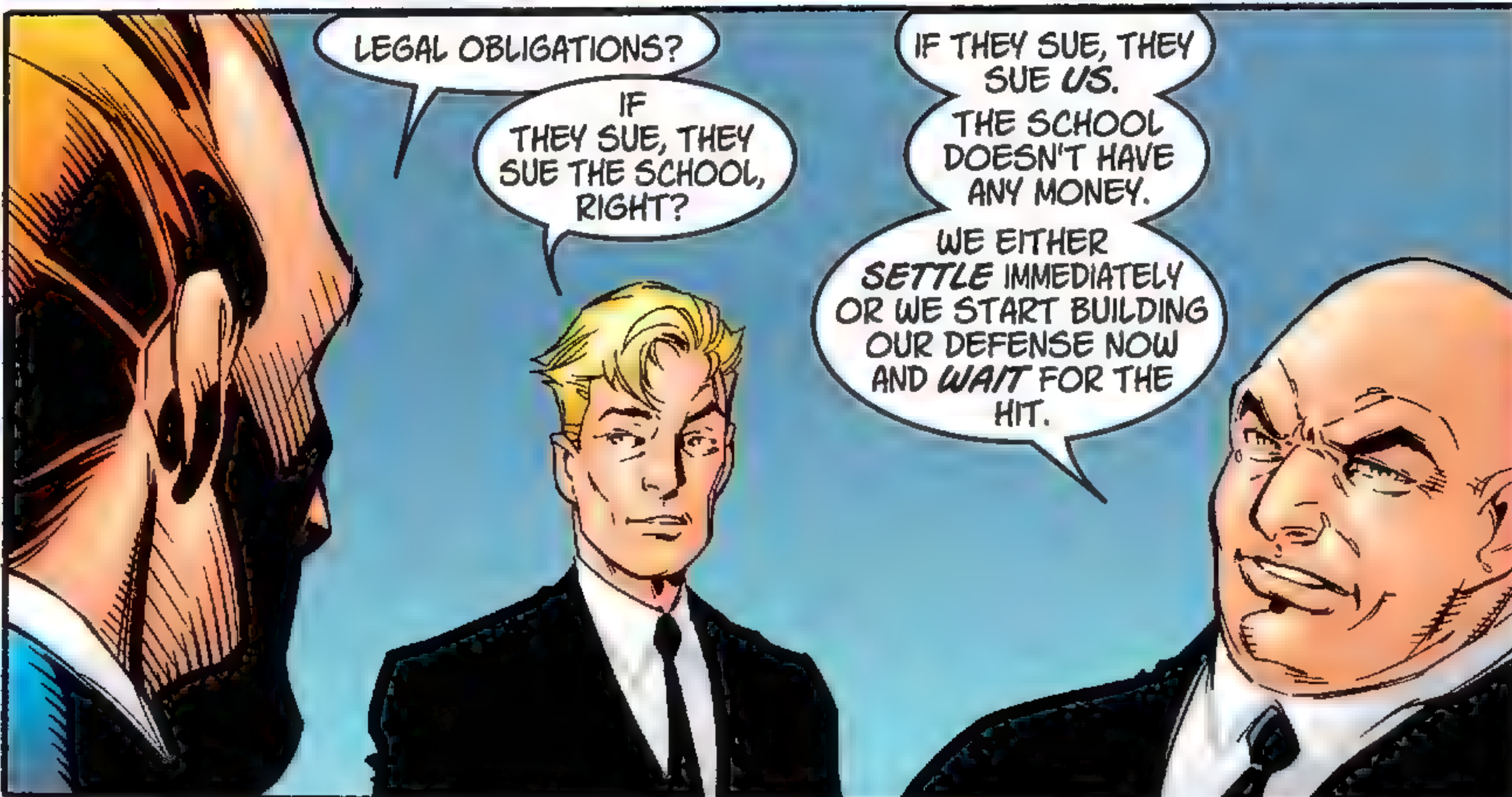
WE ARE CHECKING
ON THAT, SIR.
I DON'T KNOW.
BUT THE SPECIMEN
WAS **DESTROYED**
IN THE CHAOS,
SIR.



FIRE
THE FLOOR
MANAGER. I WANT
HER GONE WITHIN
THE HOUR.



YES,
SIR.



LEGAL OBLIGATIONS?

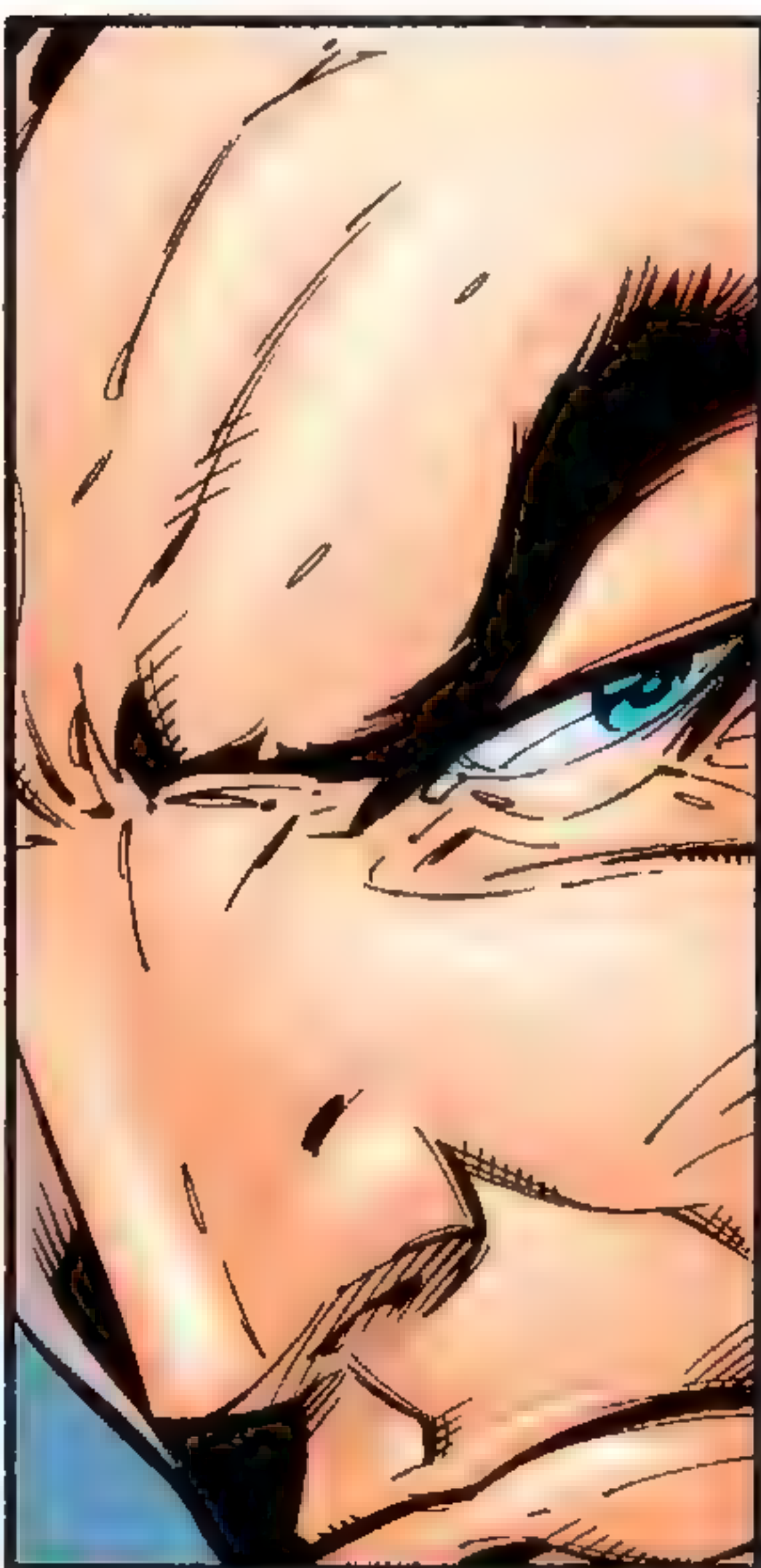
IF
THEY SUE, THEY
SUE THE SCHOOL,
RIGHT?

IF THEY SUE, THEY
SUE US.
THE SCHOOL
DOESN'T HAVE
ANY MONEY.

WE EITHER
SETTLE IMMEDIATELY
OR WE START BUILDING
OUR DEFENSE NOW
AND **WAIT** FOR THE
HIT.



IT'S AN
ADMISSION
OF GUILT IF
YOU EVEN PAY
HIS DOCTOR'S
BILL.



NO, NO.
LET'S
PICK UP
THE
TAB.

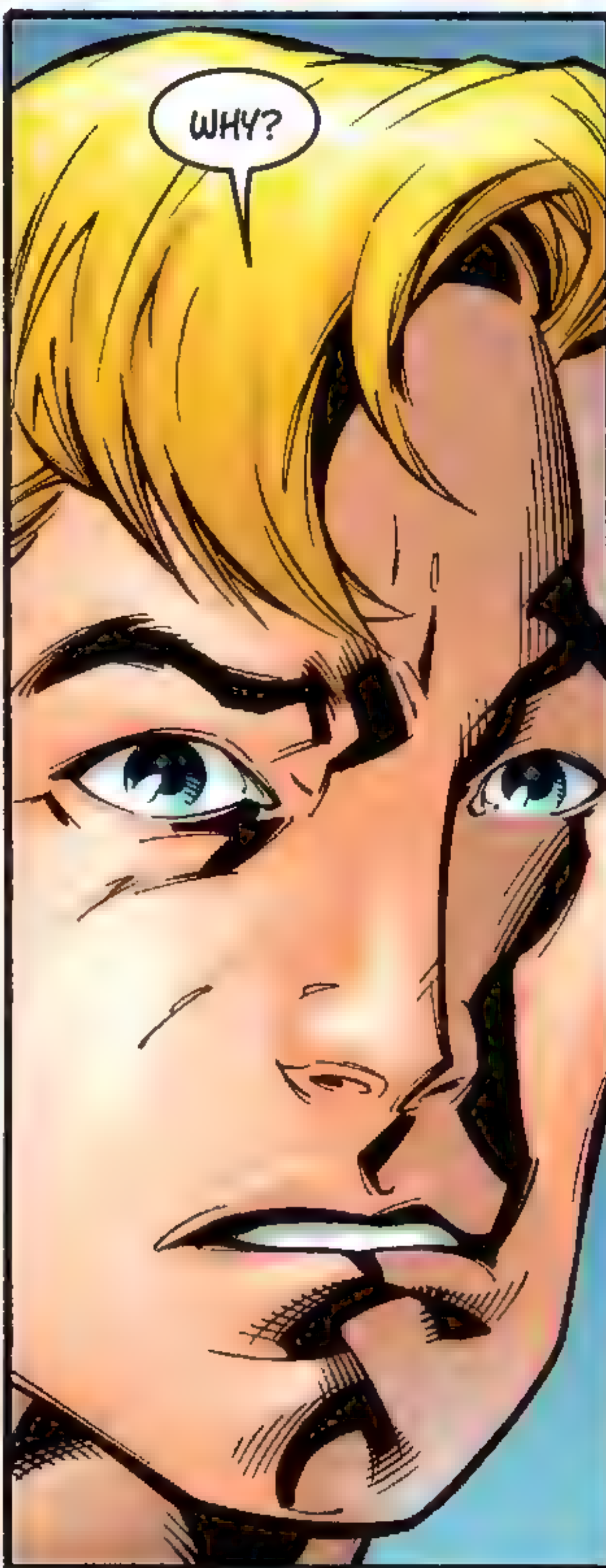


NORMAN,
I HAVE TO
ADVISE --

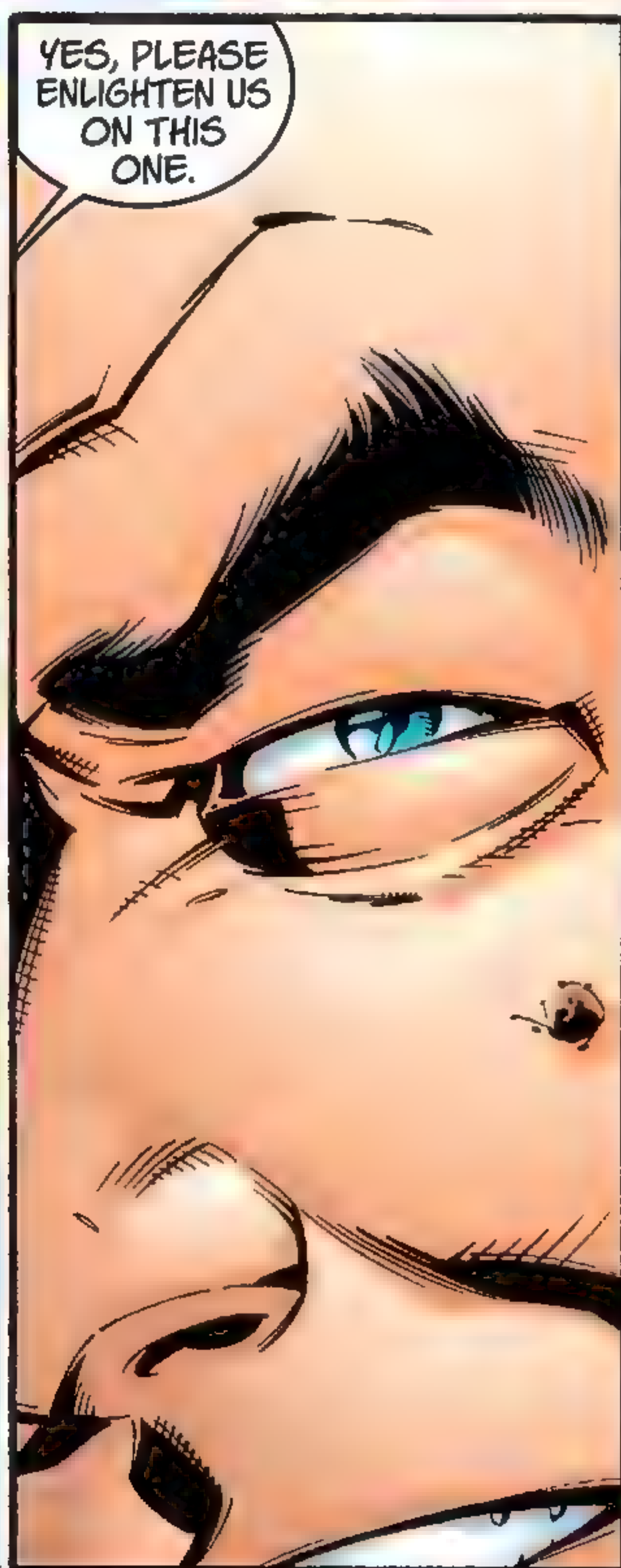


LET'S
PICK UP THE
HOSPITAL
TAB.

AND
SEND A
NICE FRUIT
BASKET.



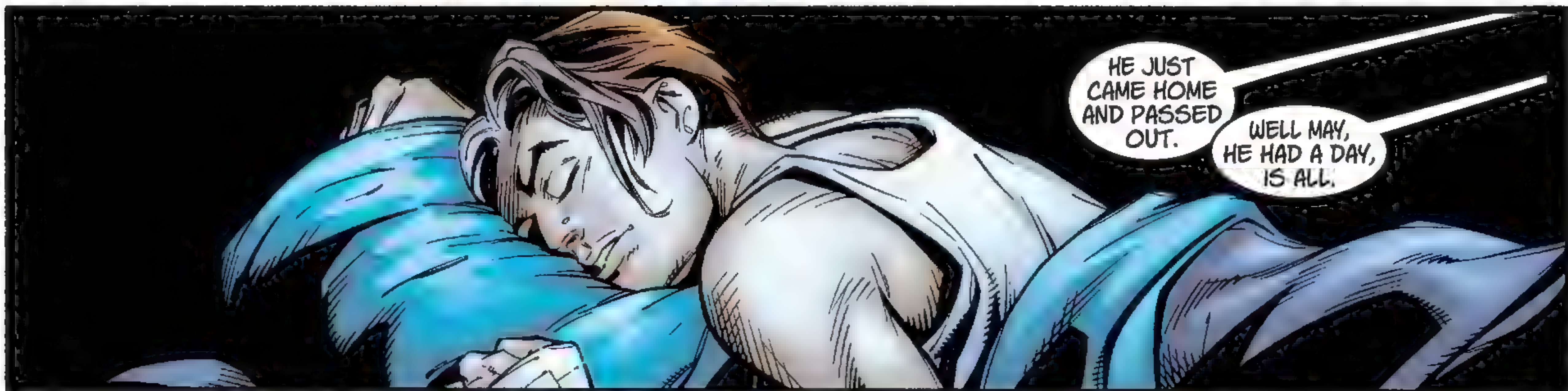
WHY?



YES, PLEASE
ENLIGHTEN US
ON THIS
ONE.



I WANT TO
KEEP AN EYE ON
THAT BOY.



HE JUST CAME HOME AND PASSED OUT.

WELL MAY, HE HAD A DAY, IS ALL.



THE DOCTORS SAID HIS BLOOD IS NORMAL AND THAT THE SPIDER'S VENOM ISN'T TOXIC IN ANY WAY.

HE SAID IT'LL BE SWOLLEN FOR ABOUT A WEEK. AND THAT'S IT AND THAT'S THAT.

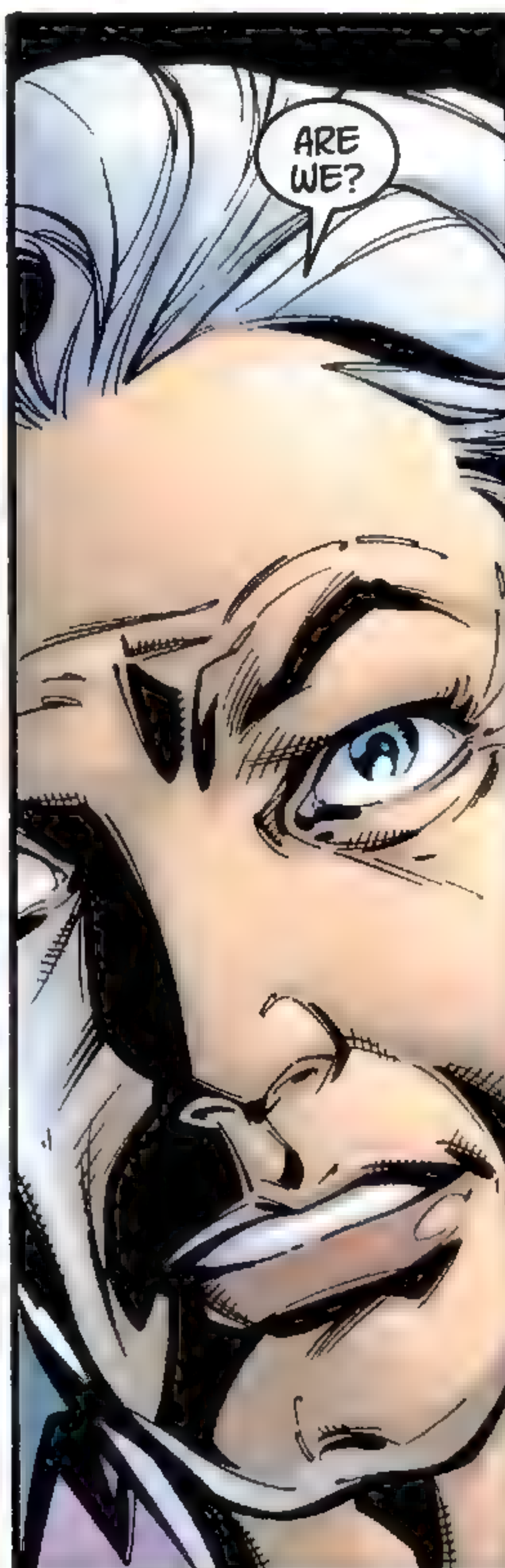
YEAH, I GOT BIT BY ONE IN THAT COMMUNE THE SUMMER BEFORE I MET YOU.



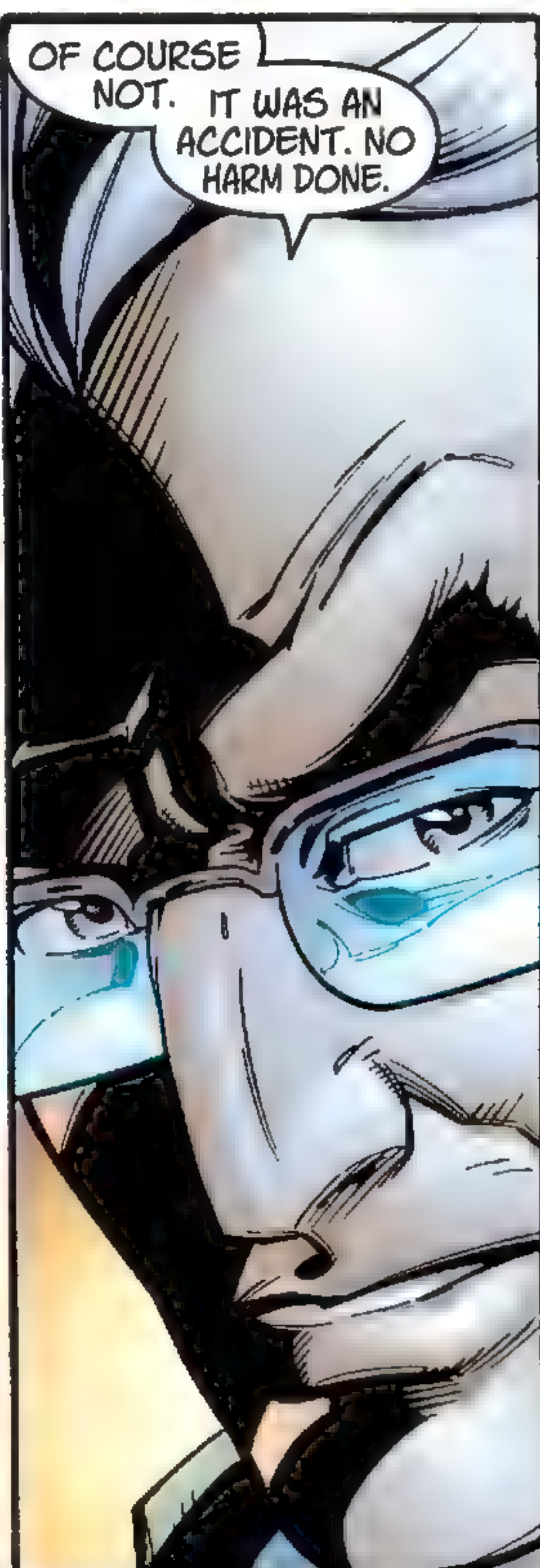
THE OSBORN PEOPLE PICKED UP THE HOSPITAL BILL AND SENT A HUGE BASKET.

OF COURSE THEY DID.

THEY THINK WE'RE GOING TO SUE THE PANTS OFF THEM.



ARE WE?

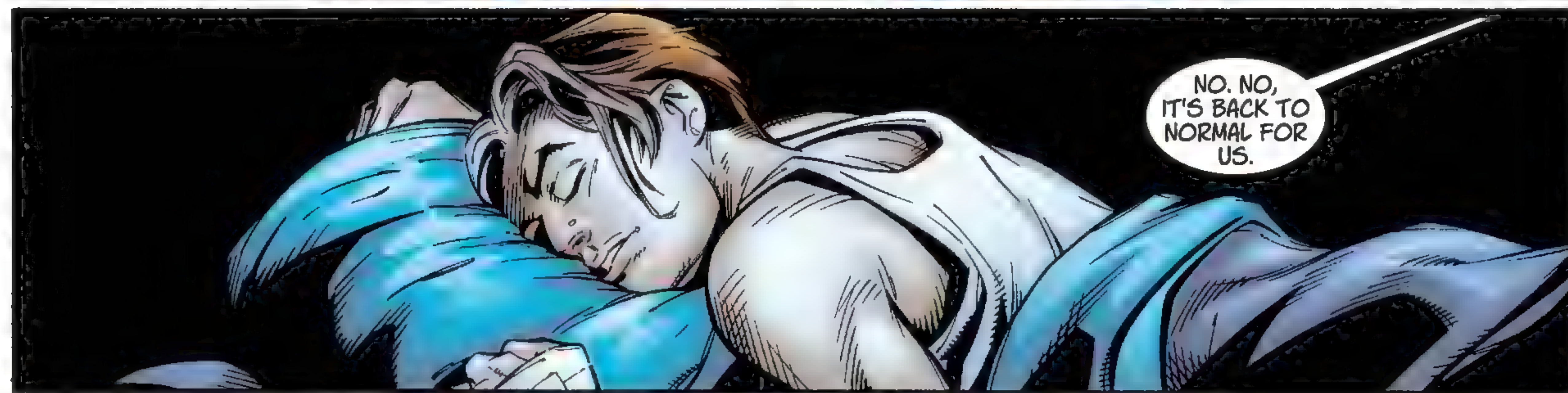


OF COURSE NOT. IT WAS AN ACCIDENT. NO HARM DONE.

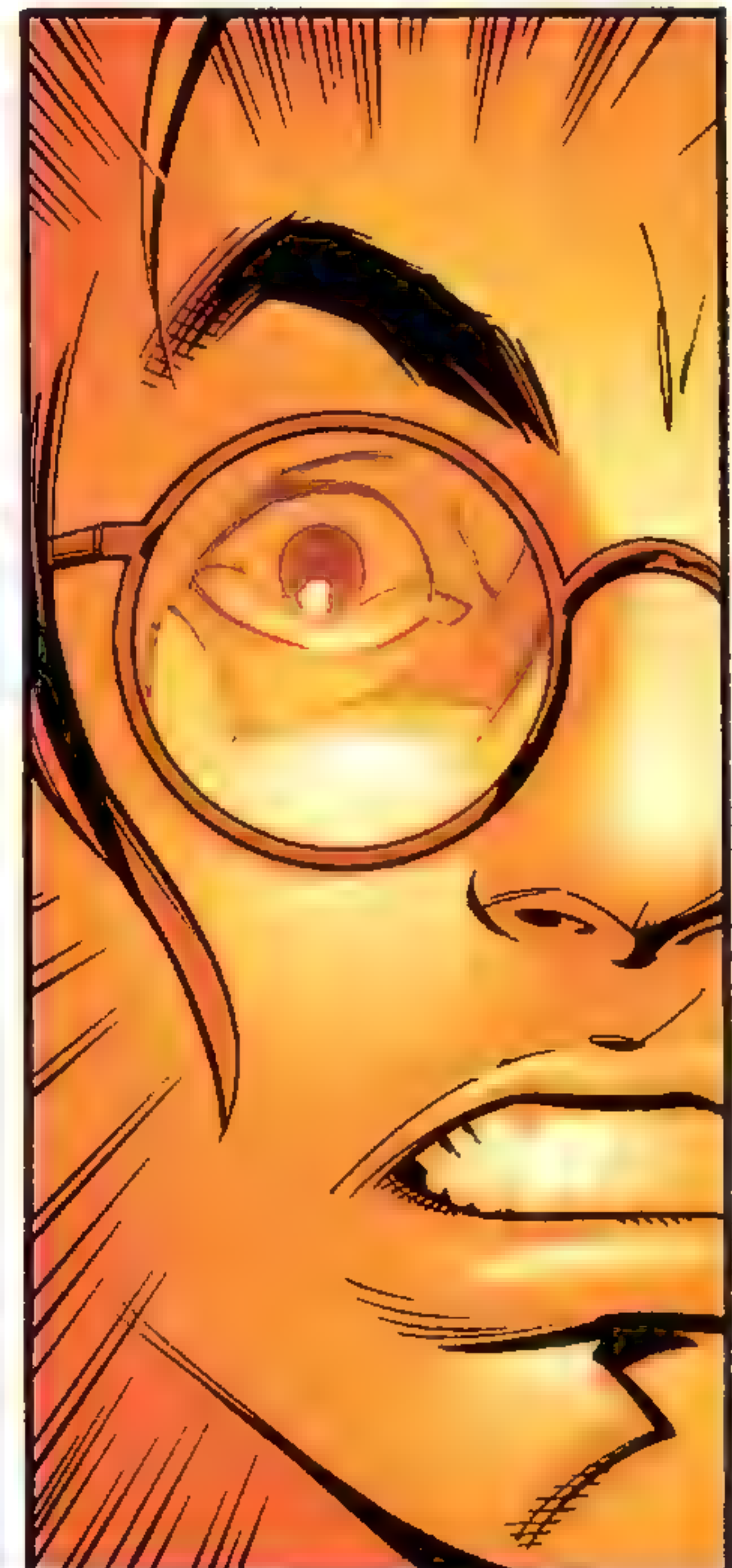
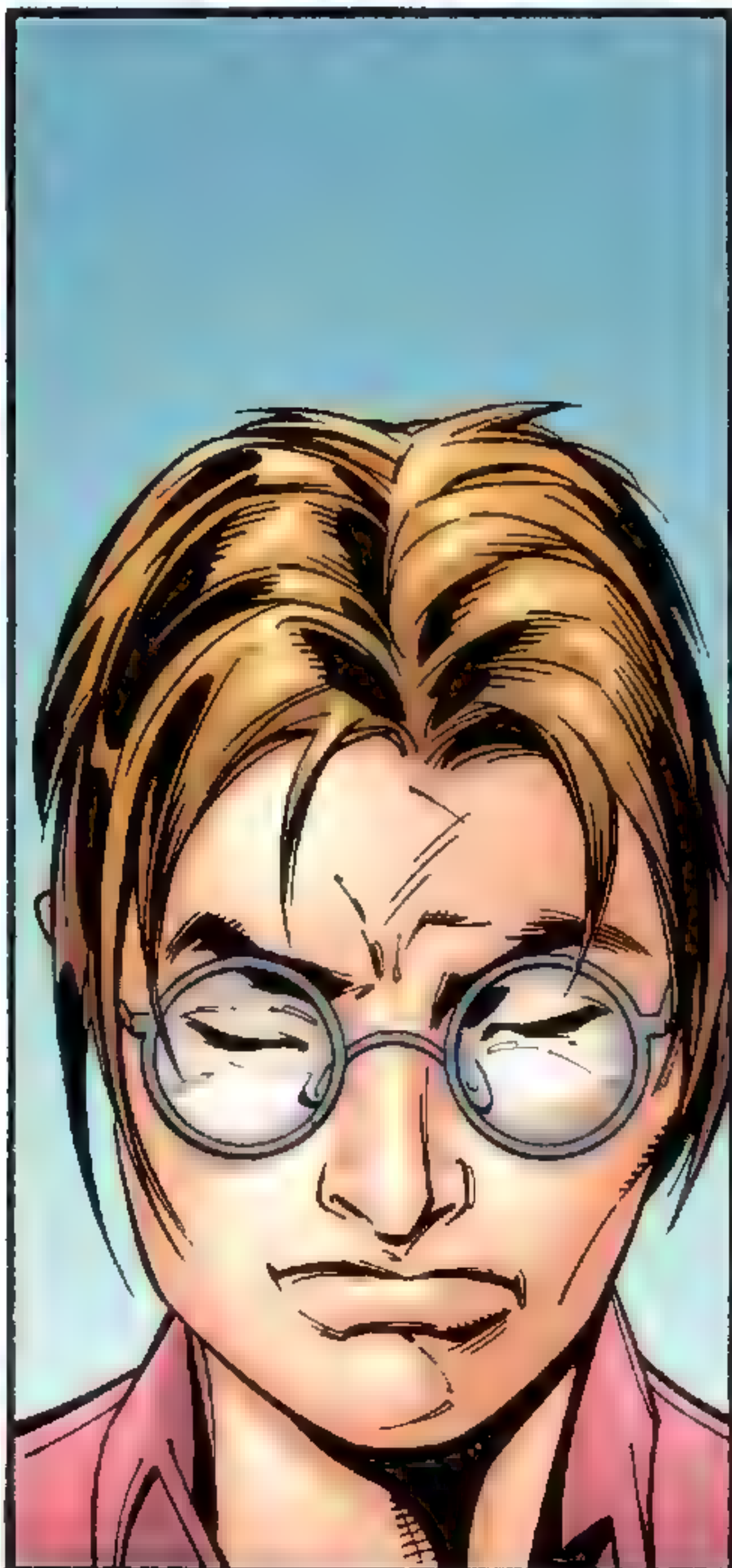
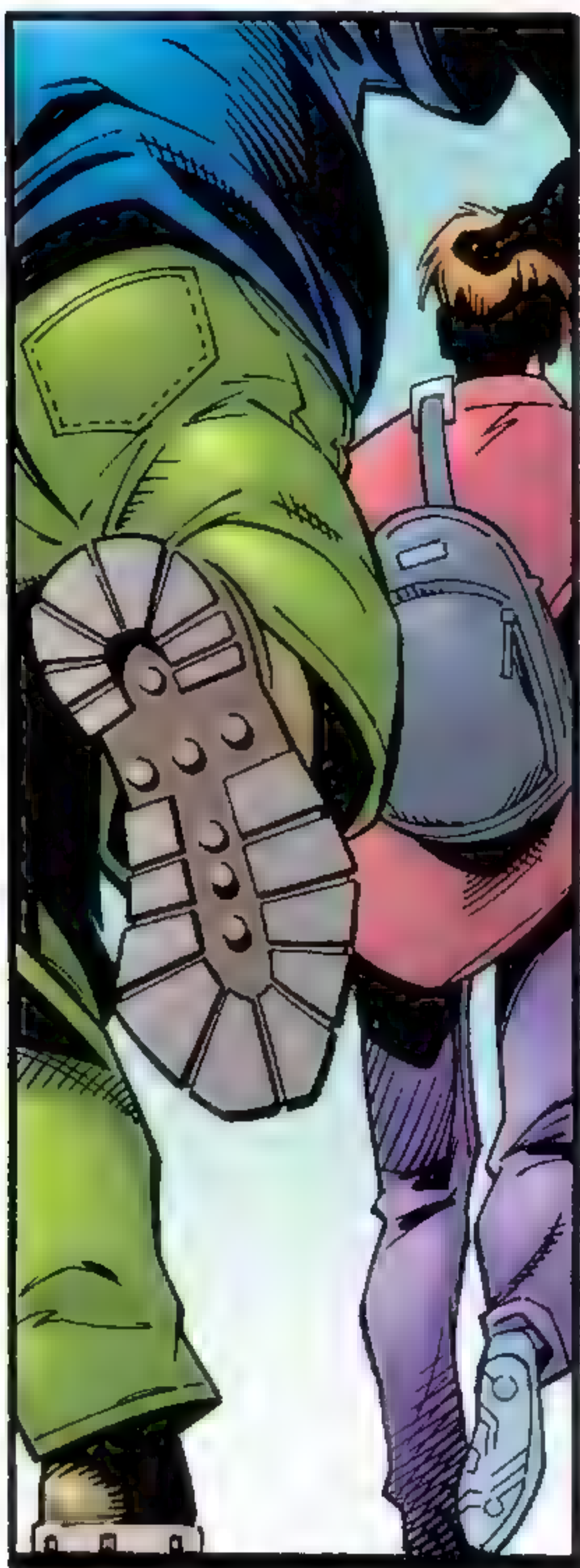
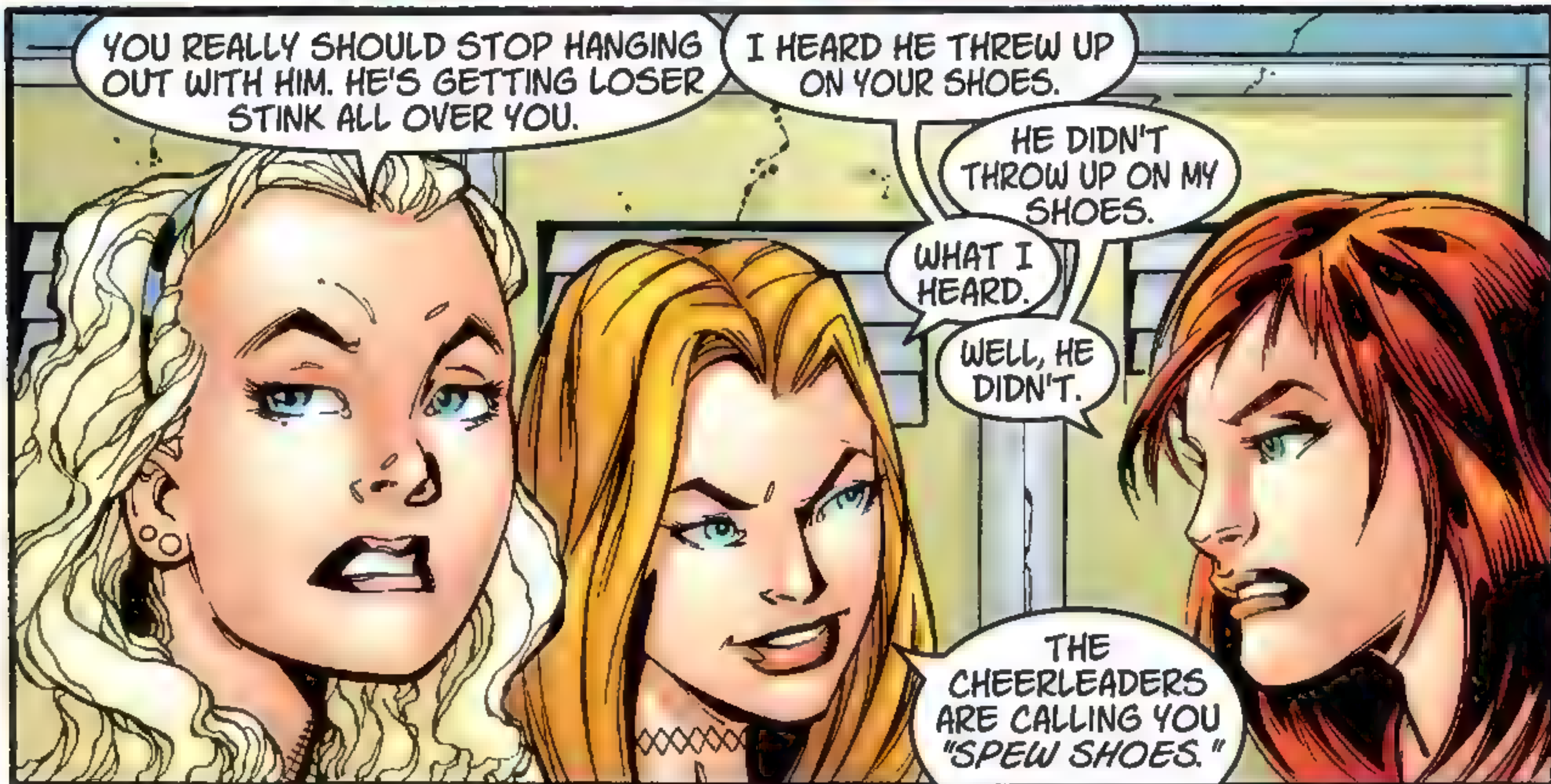
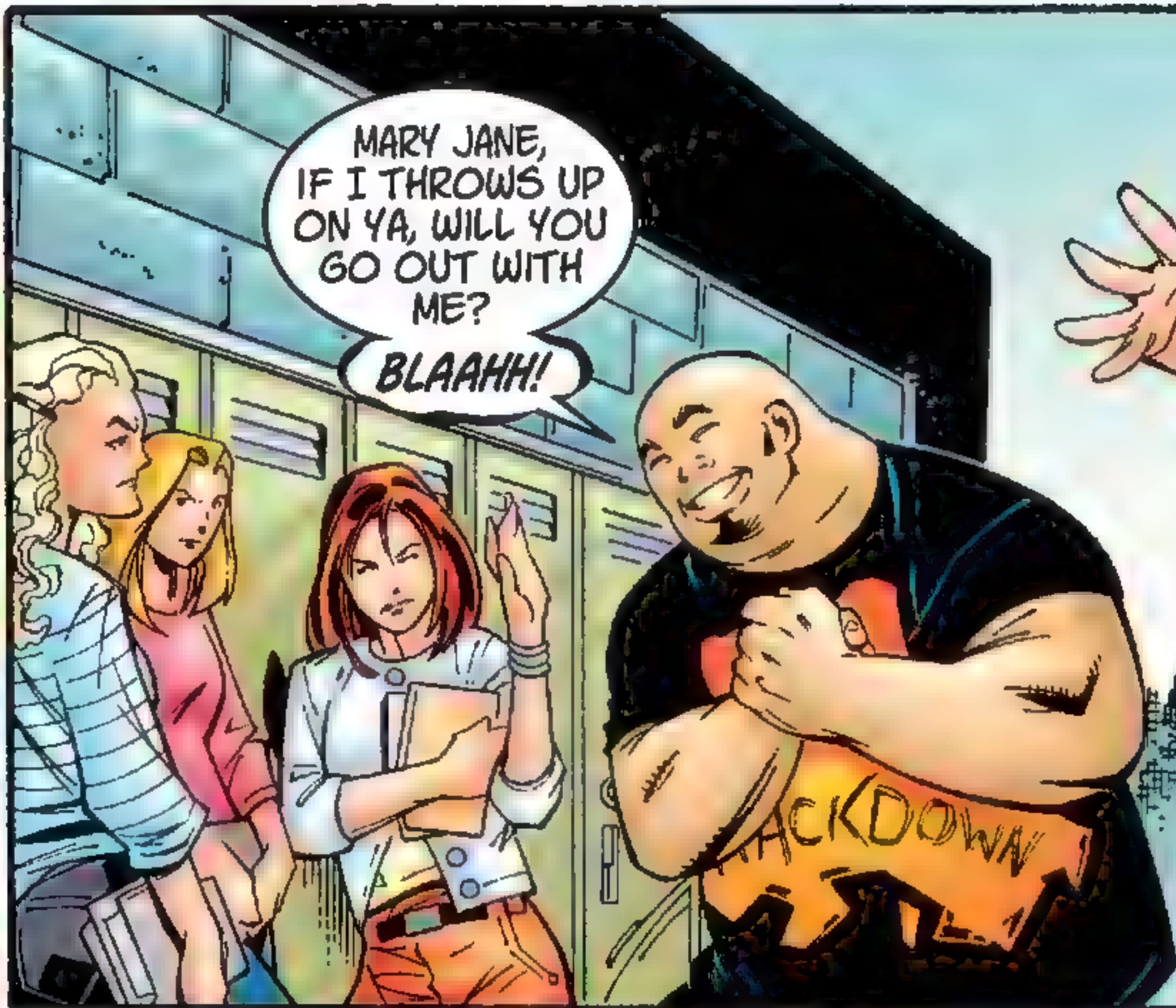


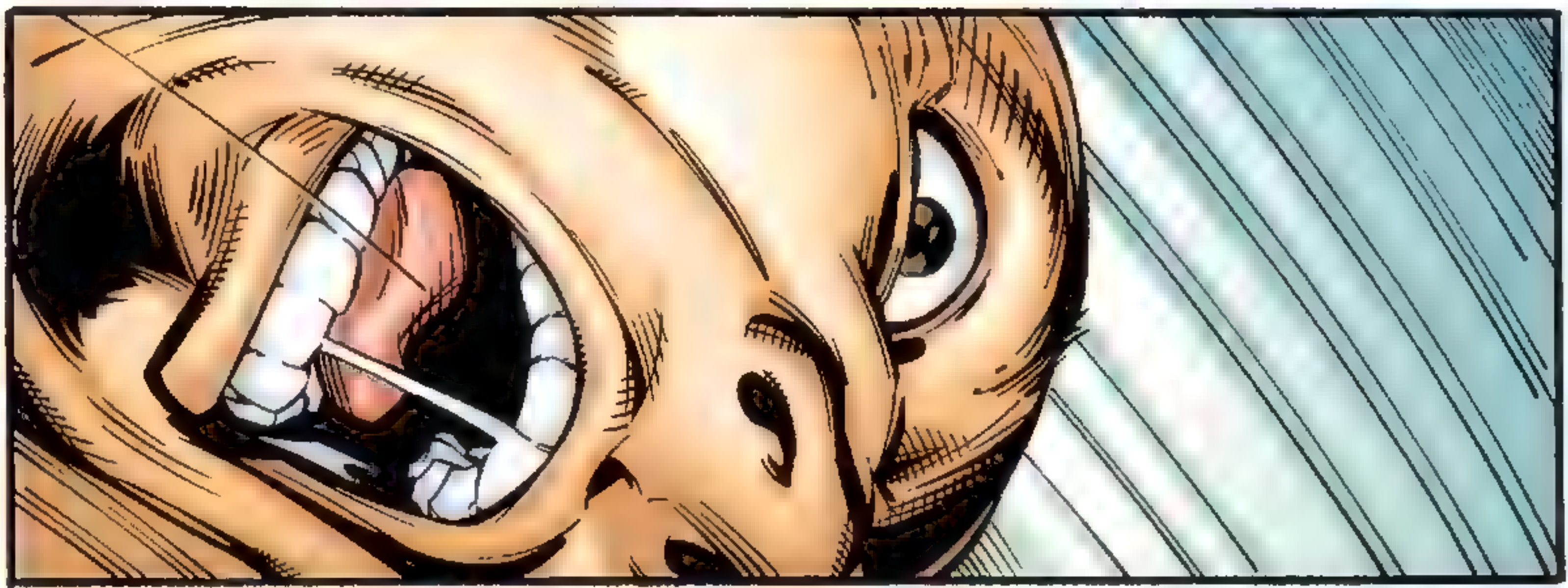
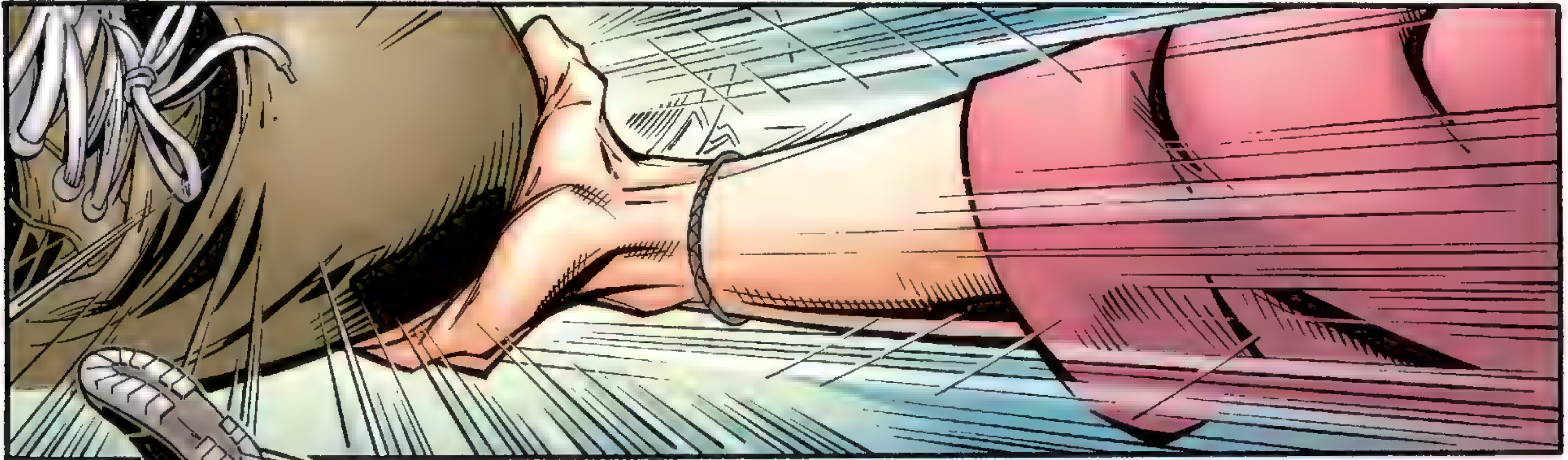
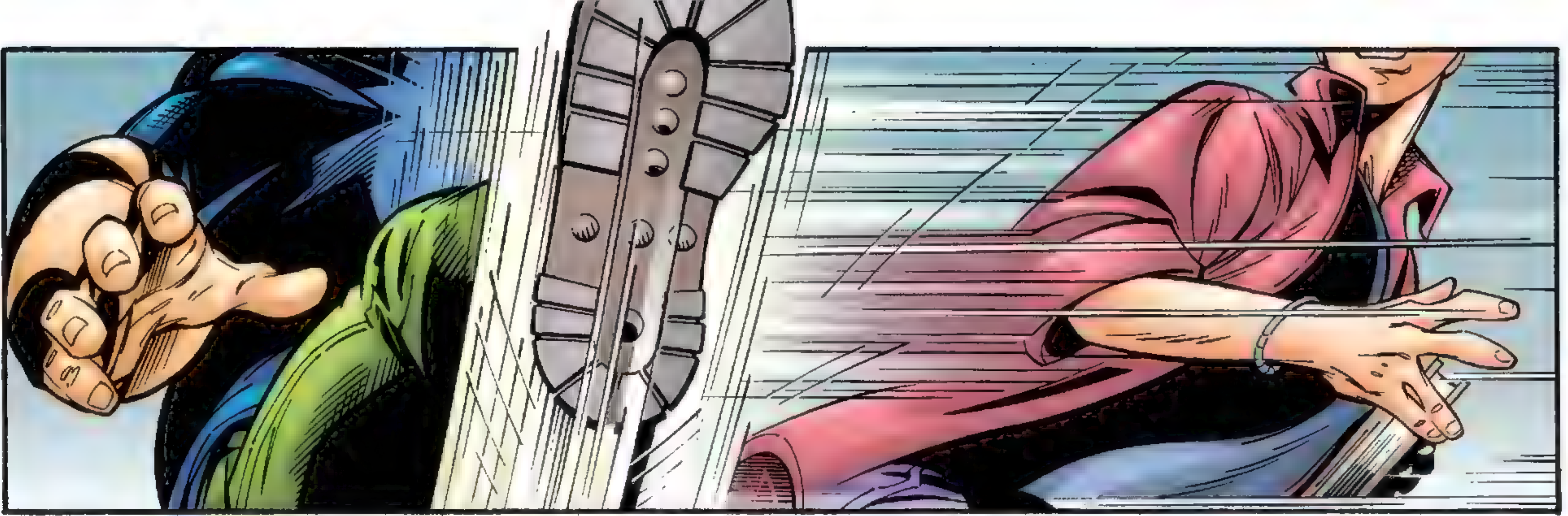
AND, YOU KNOW, THERE'S HARRY -- MR. SLICK -- HE'S A PAL TO PETER. MAYBE HIS ONLY ONE.

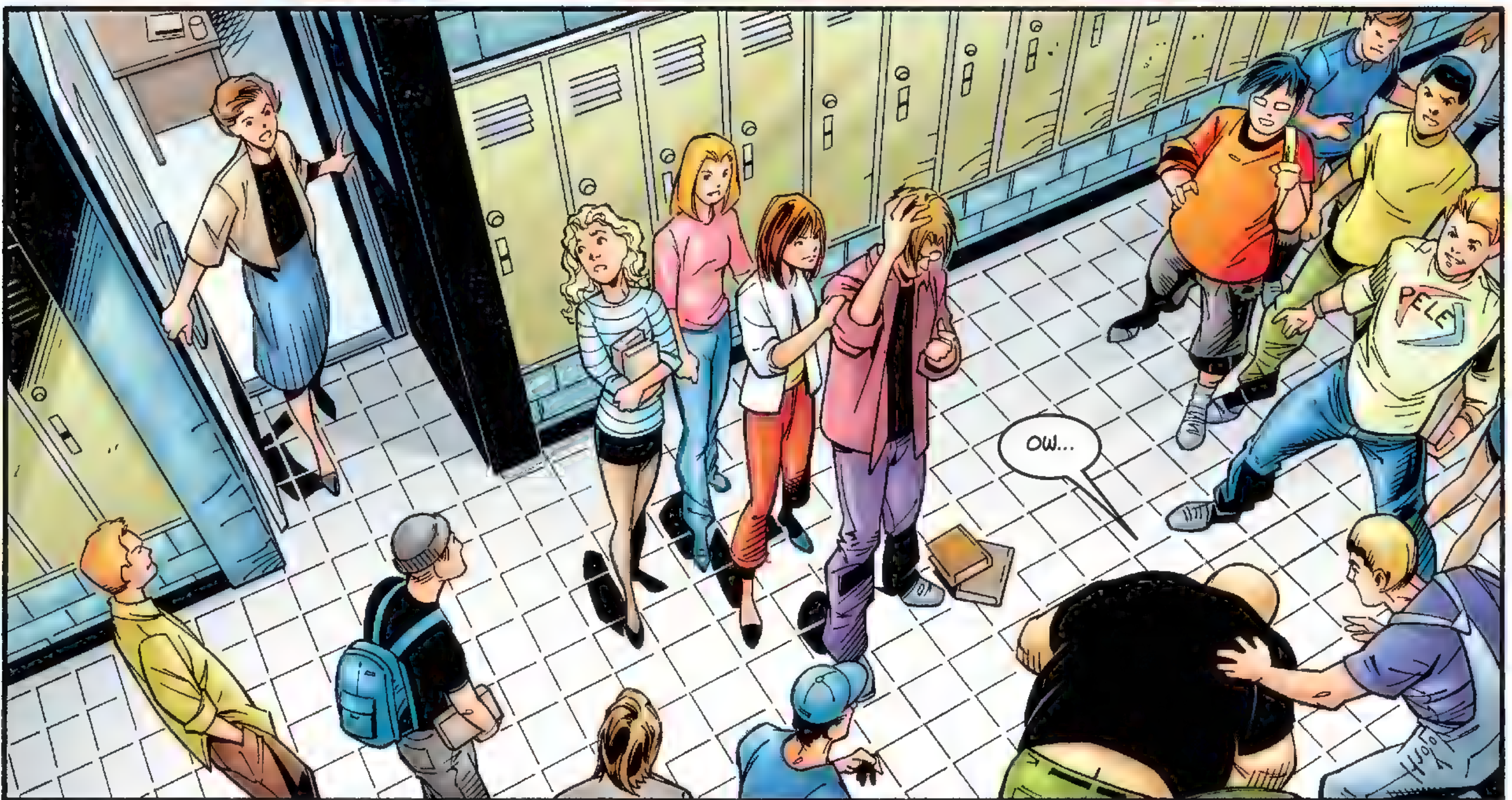
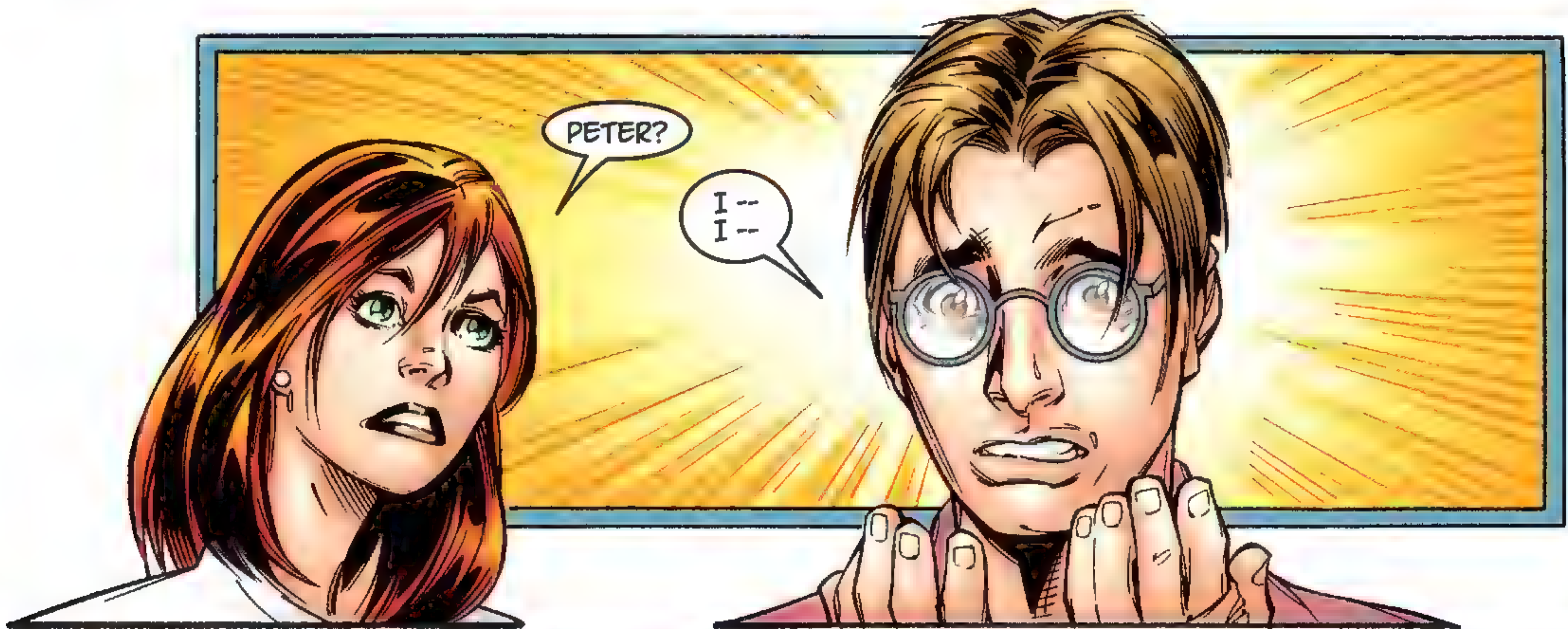
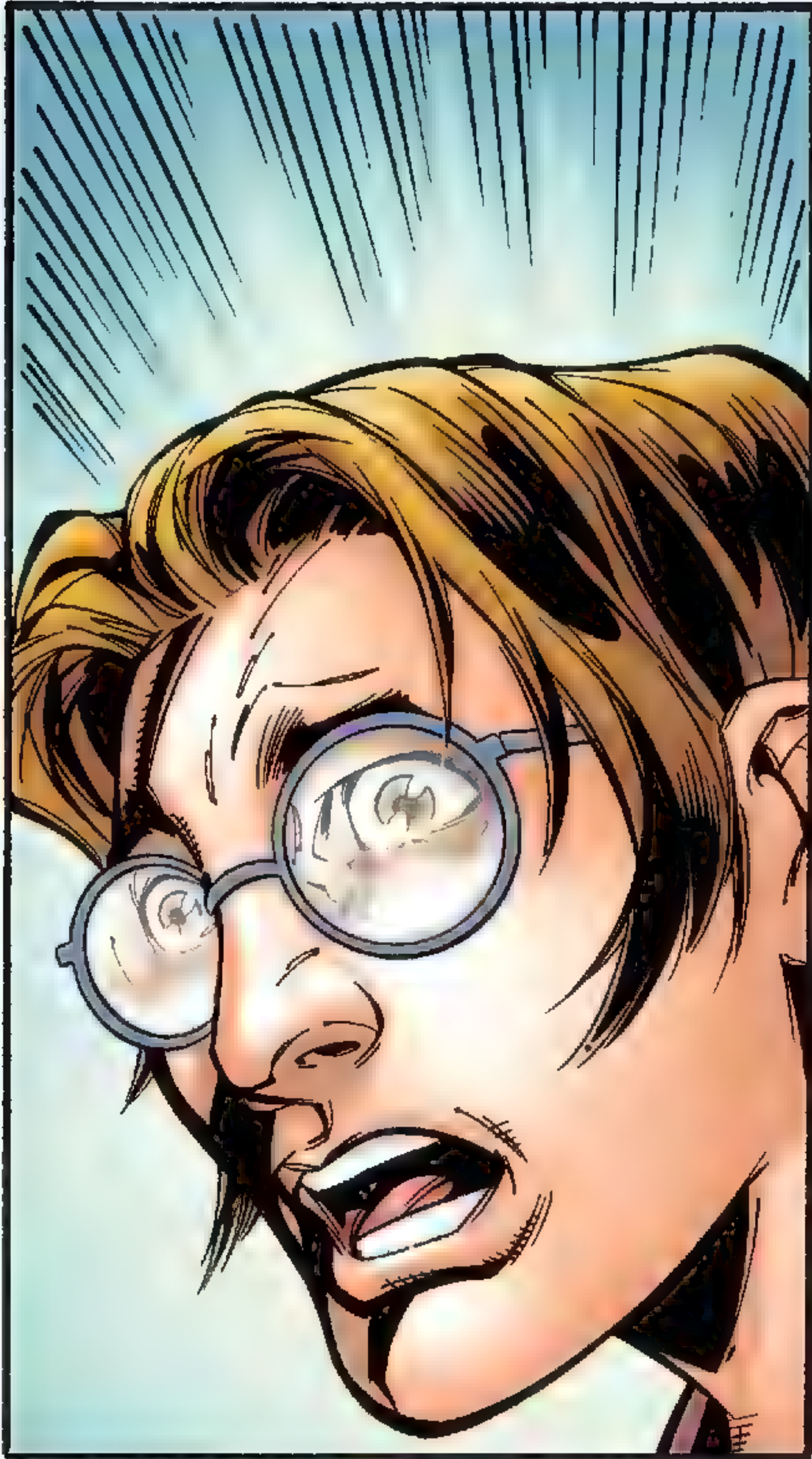
WE'RE GOING TO RUIN THE KID'S FRIENDSHIP FOR A COUPLE OF BUCKS FROM HIS OLD MAN?

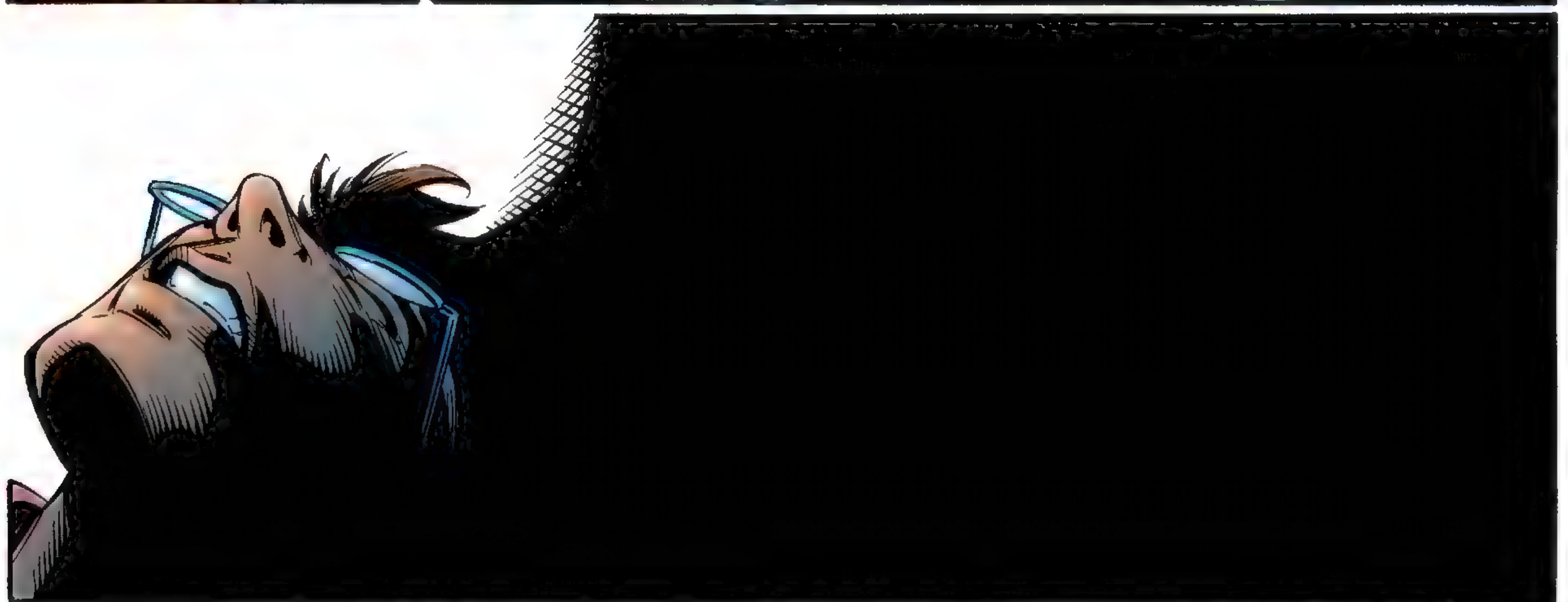


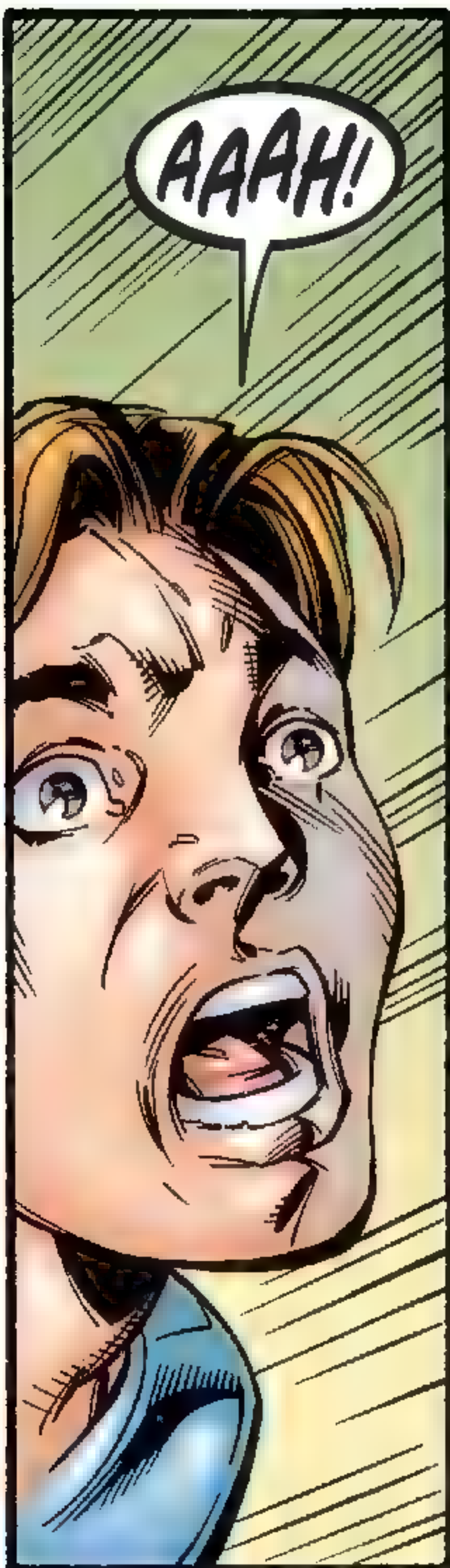
NO. NO, IT'S BACK TO NORMAL FOR US.











AAAAH!



OH MY GOD! THANK THE -- PETER ARE YOU OKAY?

UH -- YEAH. YEAH. I'M FINE.

YOU'RE NOT FINE, SWEETIE. YOU FAINTED.



HOW MANY FINGERS AM I HOLDING UP, SON?

THREE.

ANY DIZZINESS? BLURRED VISION? NAUSEA?

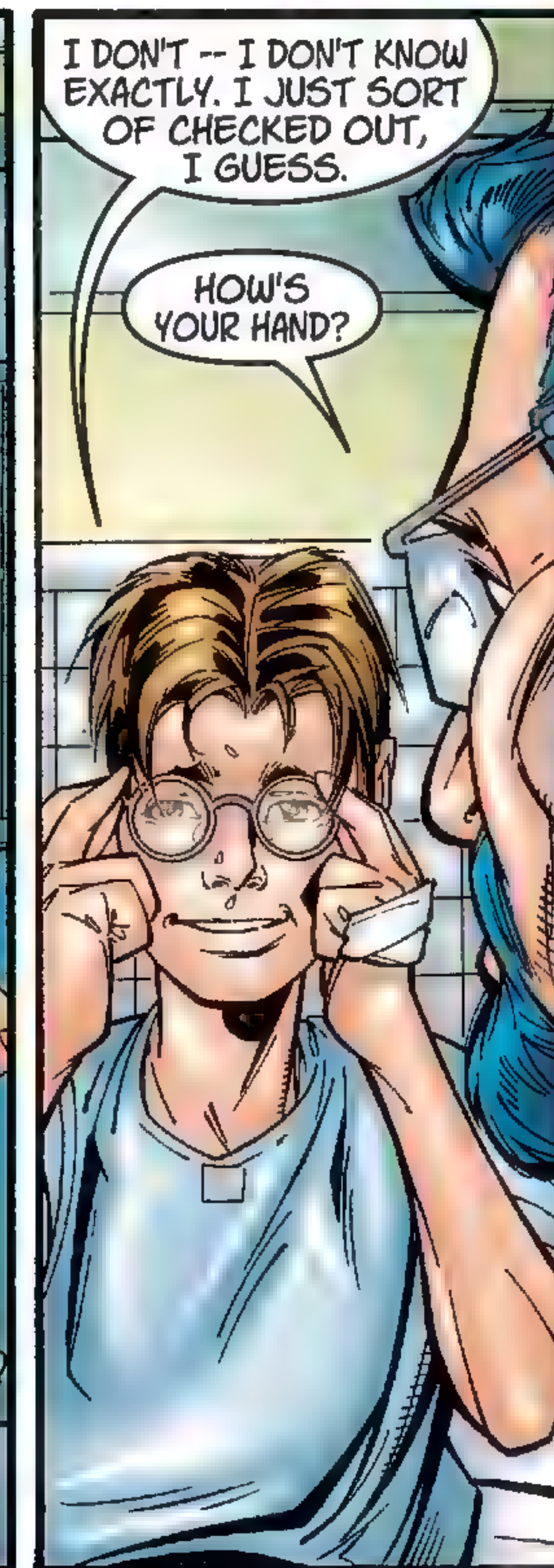


NO. I'M THIRSTY, THOUGH. I'M REALLY THIRSTY.

NURSE?

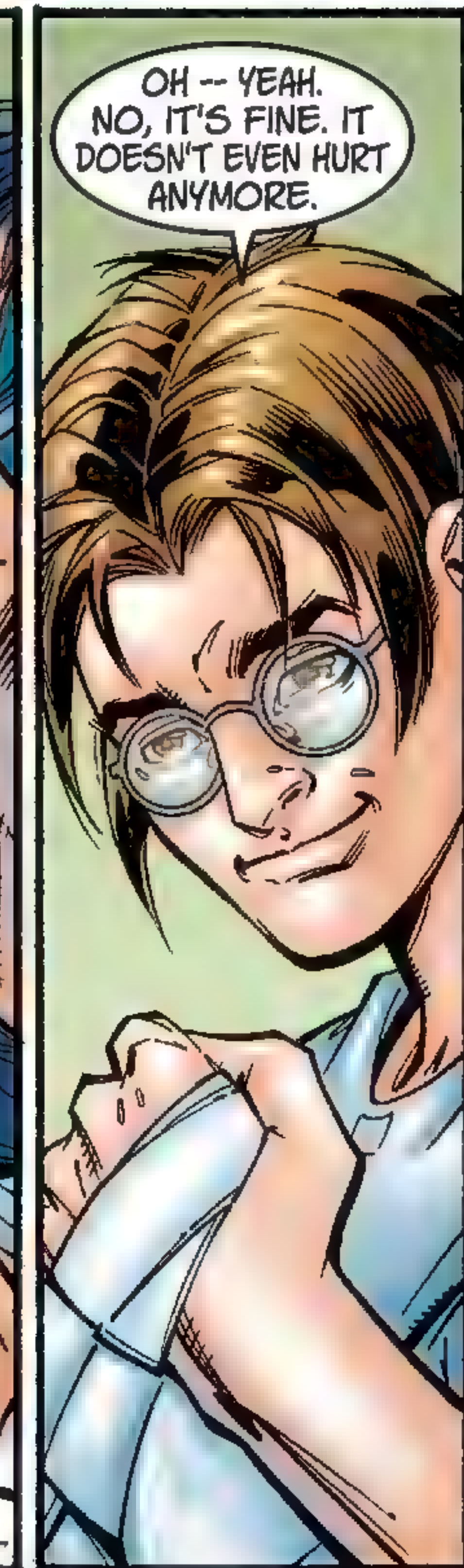
YES, DOCTOR.

SO, WHAT HAPPENED BACK AT THE SCHOOL PETER?



I DON'T -- I DON'T KNOW EXACTLY. I JUST SORT OF CHECKED OUT, I GUESS.

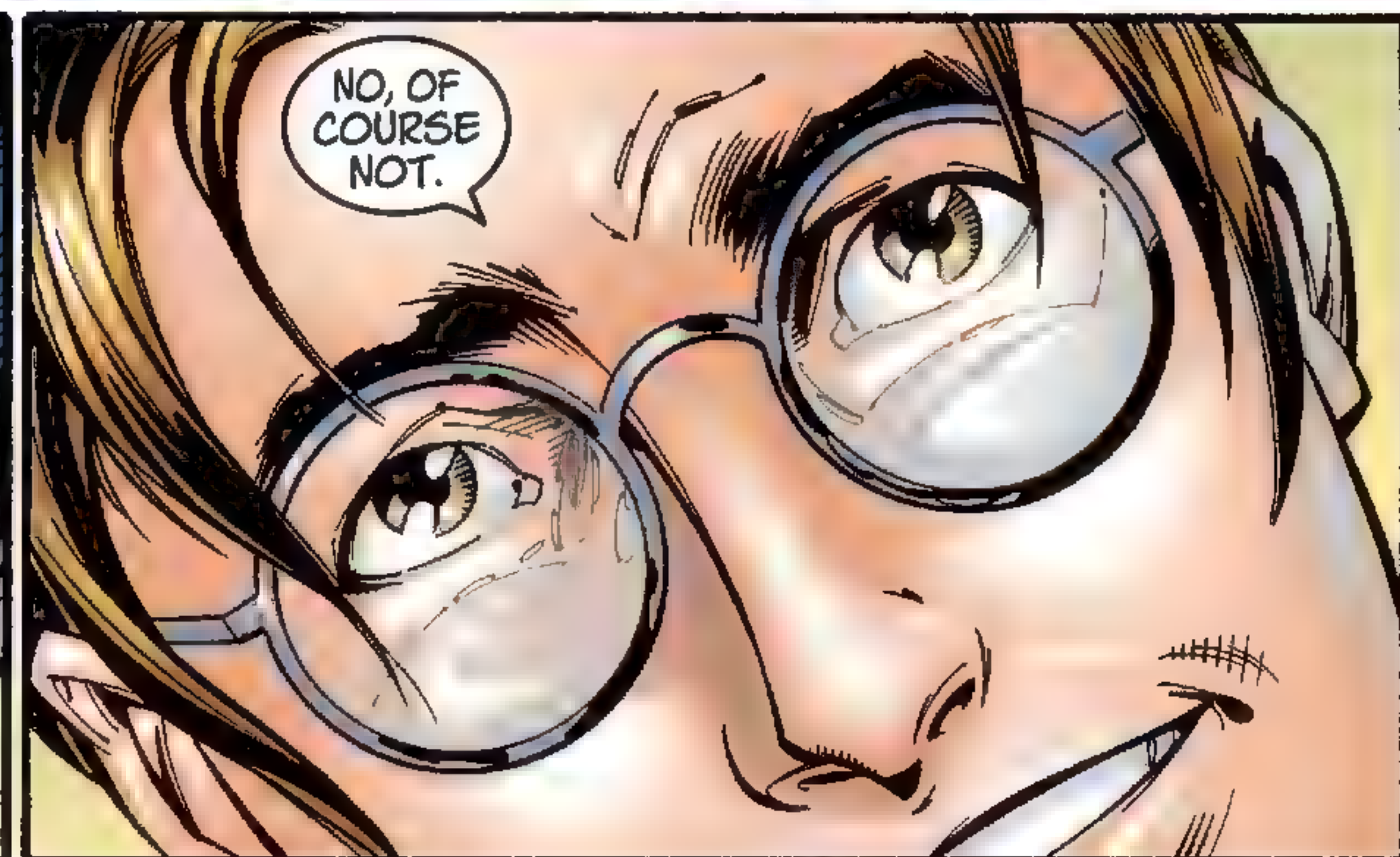
HOW'S YOUR HAND?



OH -- YEAH. NO, IT'S FINE. IT DOESN'T EVEN HURT ANYMORE.



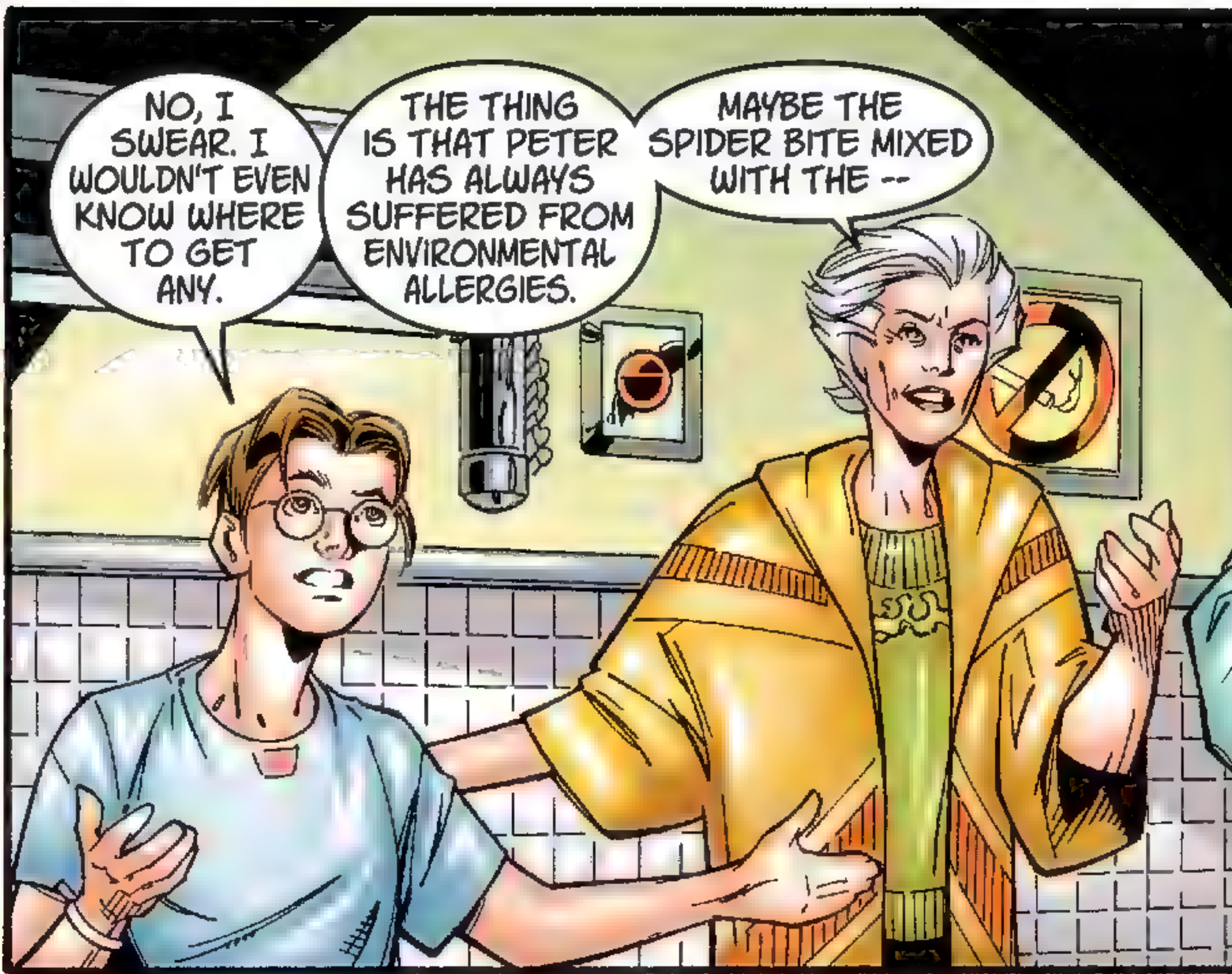
HAVE YOU BEEN TAKING ANY DRUGS AT ALL? MARIJUANA?



NO, OF COURSE NOT.



NOW'S THE TIME TO TELL ME, PETER. WE ARE GOING TO RUN BLOOD AND URINE TESTS. SO --



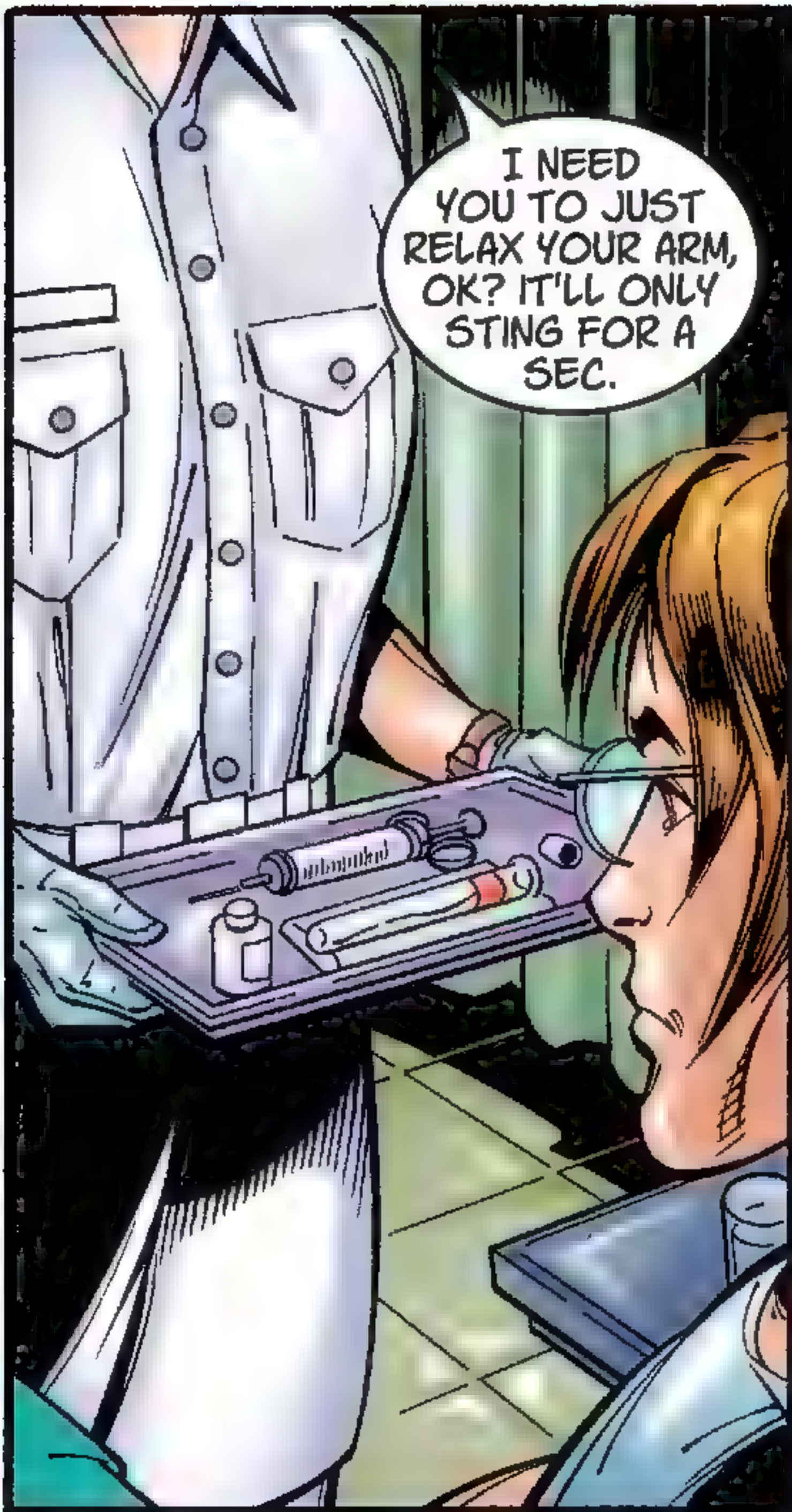
NO, I SWEAR. I WOULDN'T EVEN KNOW WHERE TO GET ANY.

THE THING IS THAT PETER HAS ALWAYS SUFFERED FROM ENVIRONMENTAL ALLERGIES.

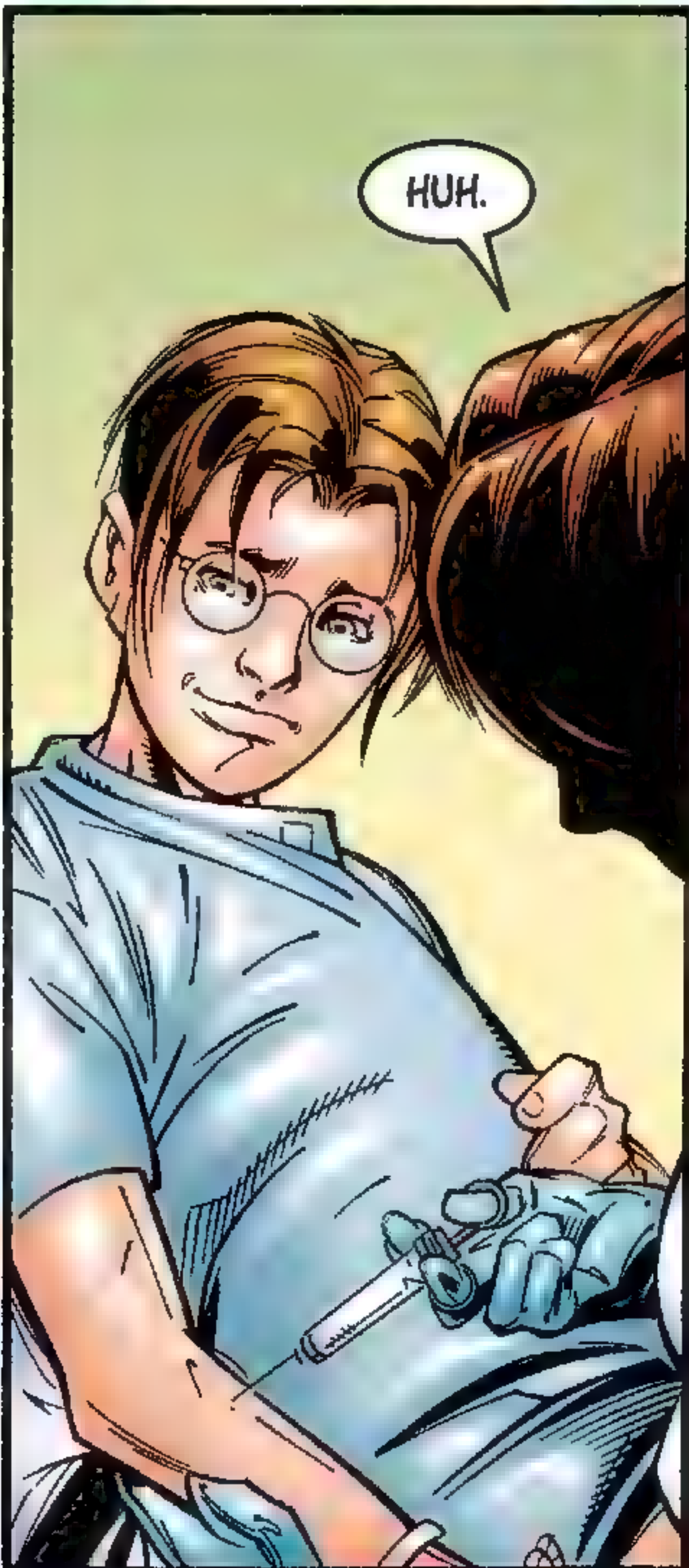
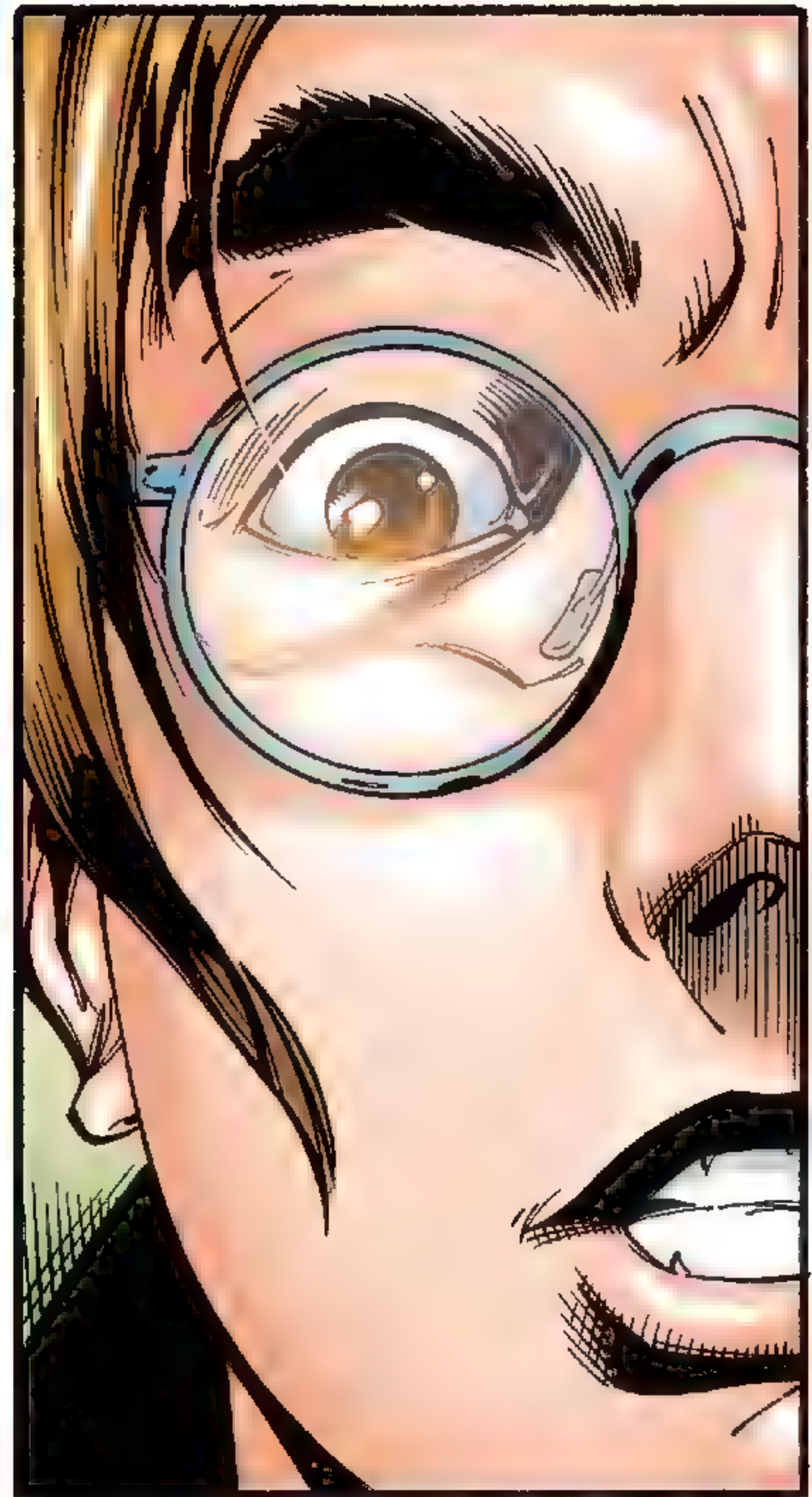
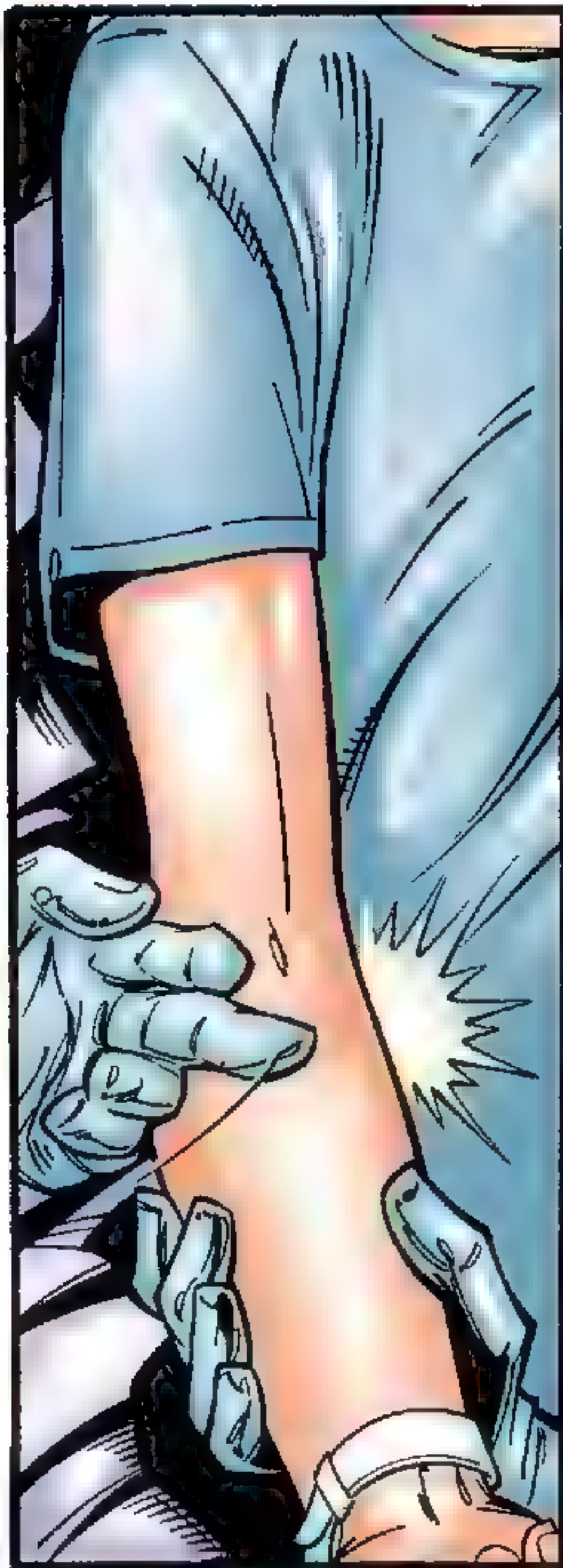
MAYBE THE SPIDER BITE MIXED WITH THE --



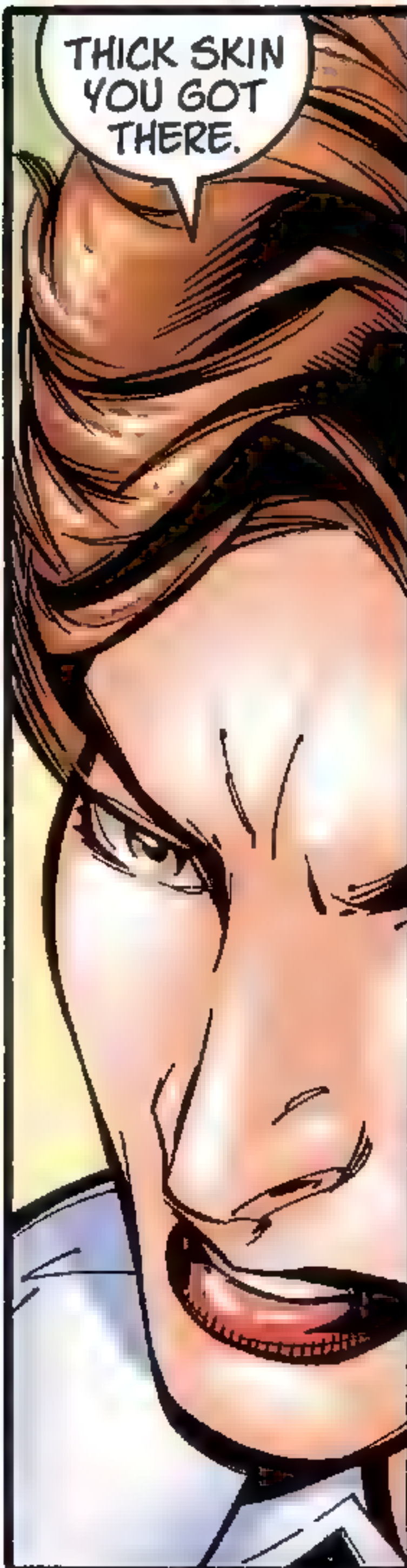
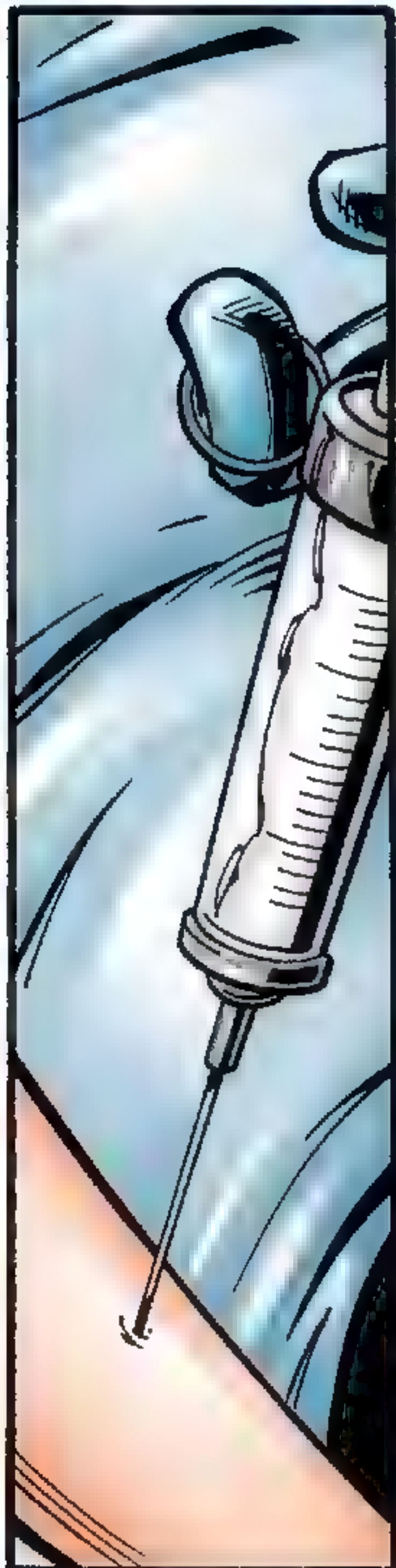
MAYBE -- WE'LL RUN A FULL BLOOD WORK AND SOME X-RAYS, MAKE SURE NOTHING GOT FRACTURED.



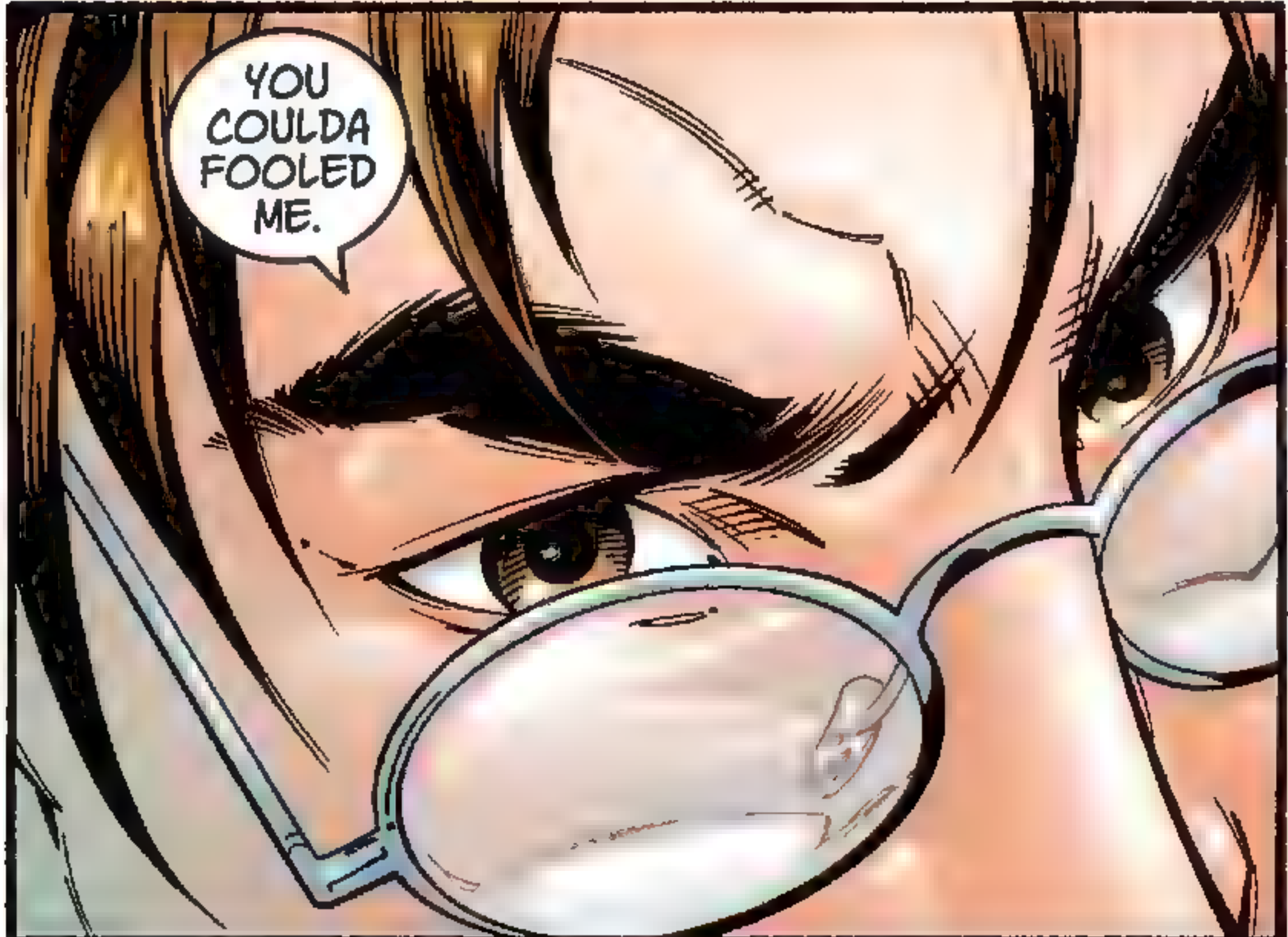
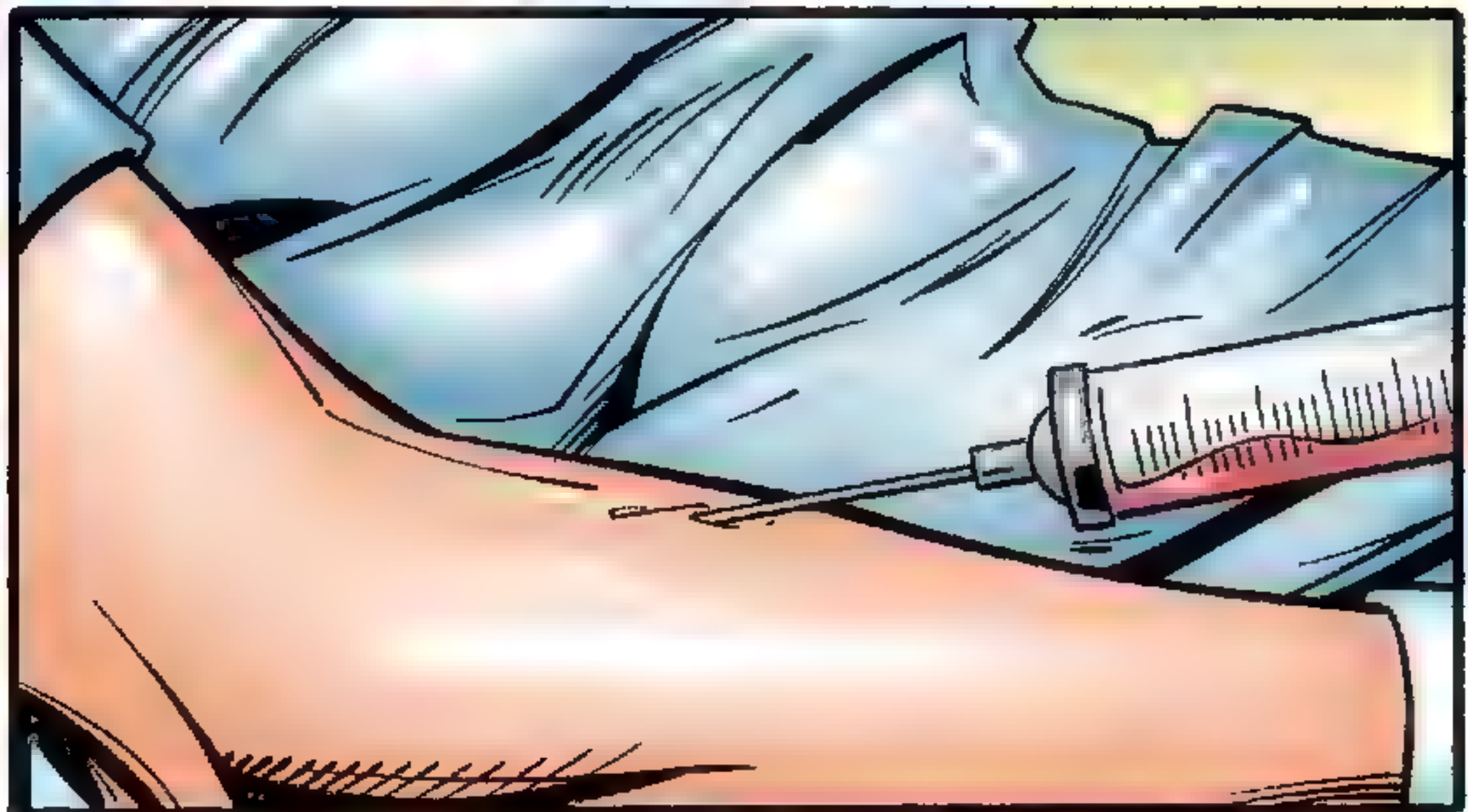
I NEED YOU TO JUST RELAX YOUR ARM, OK? IT'LL ONLY STING FOR A SEC.



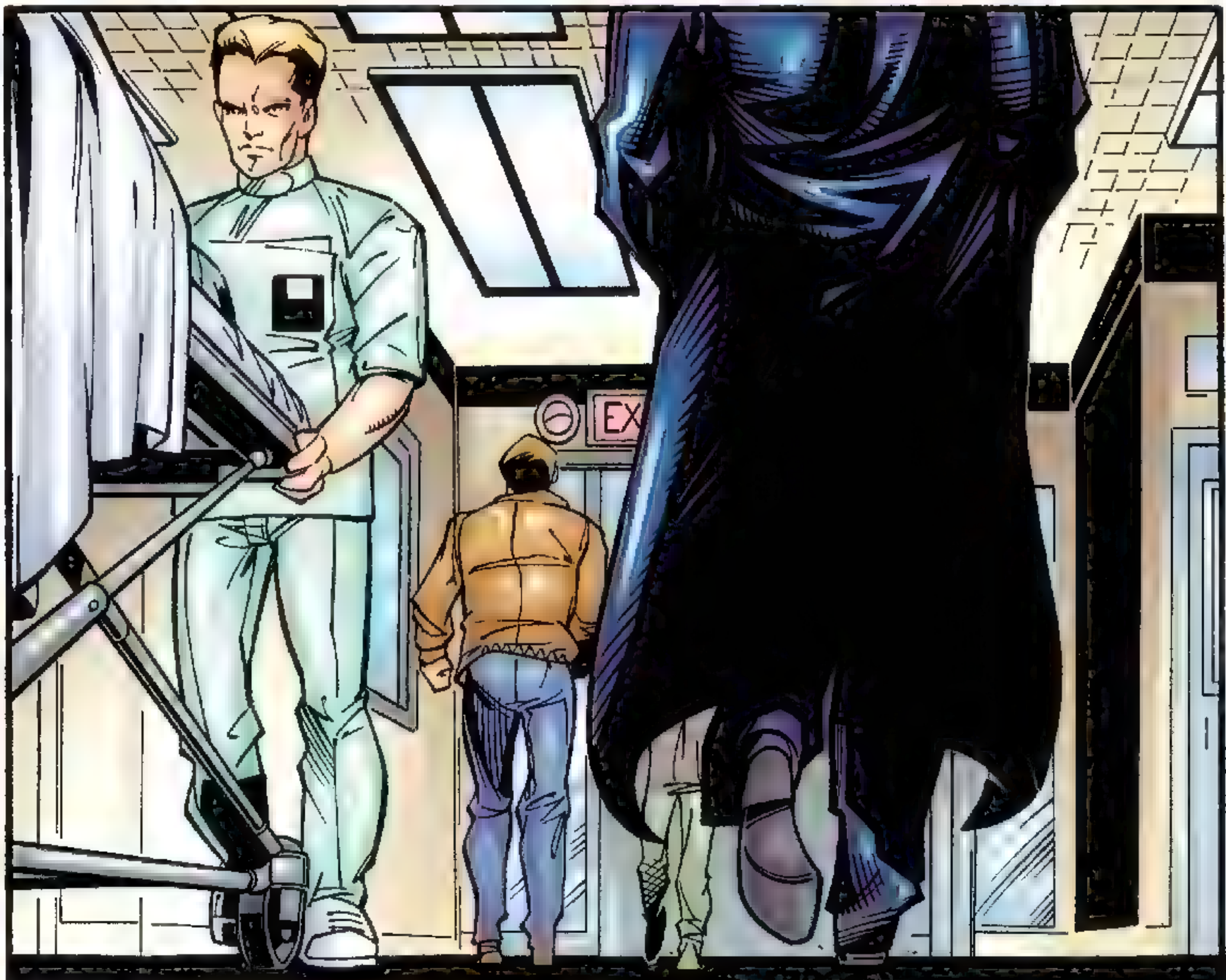
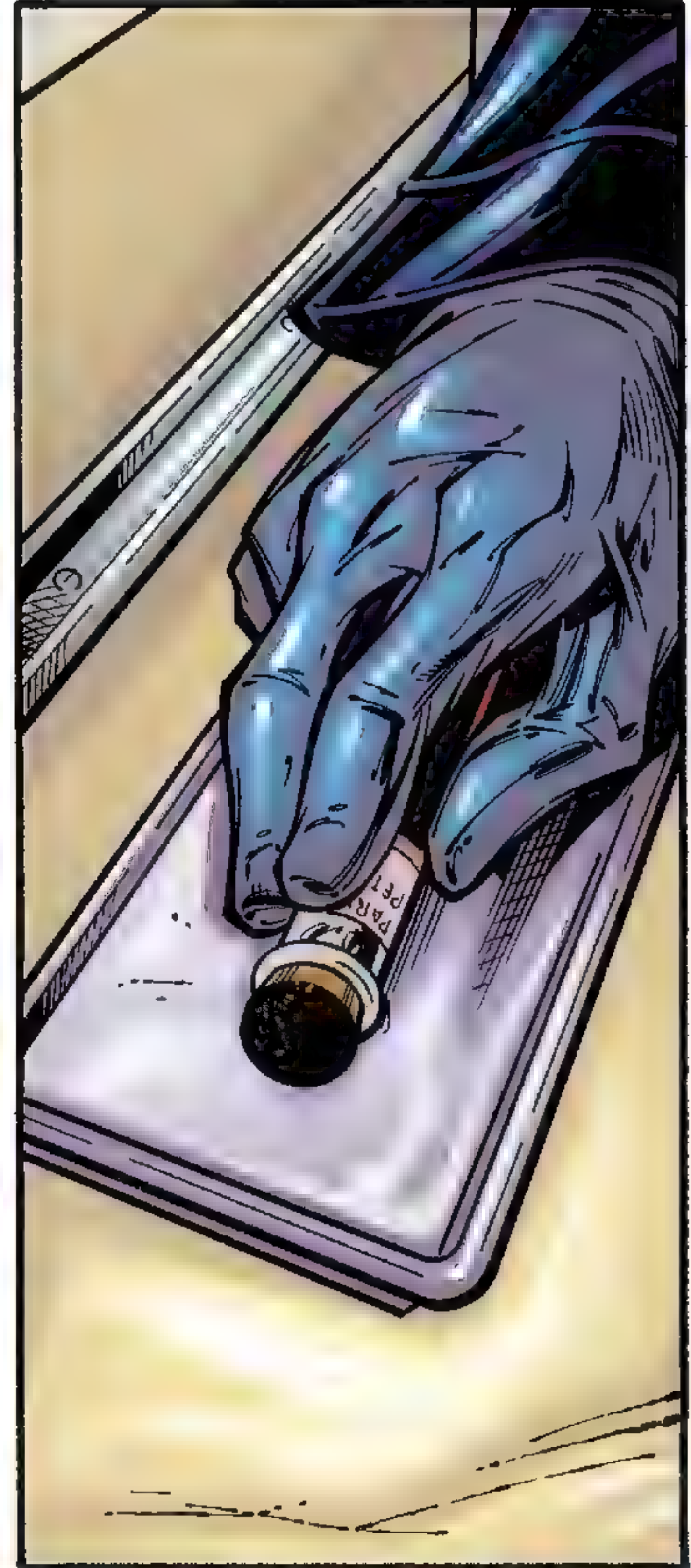
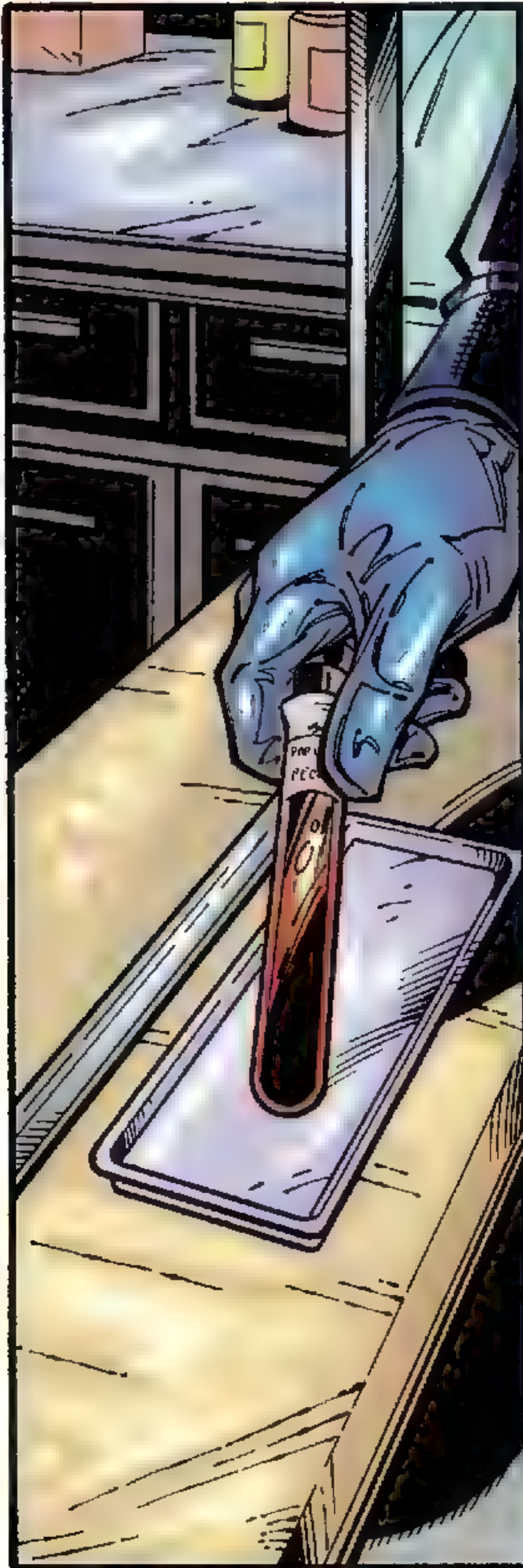
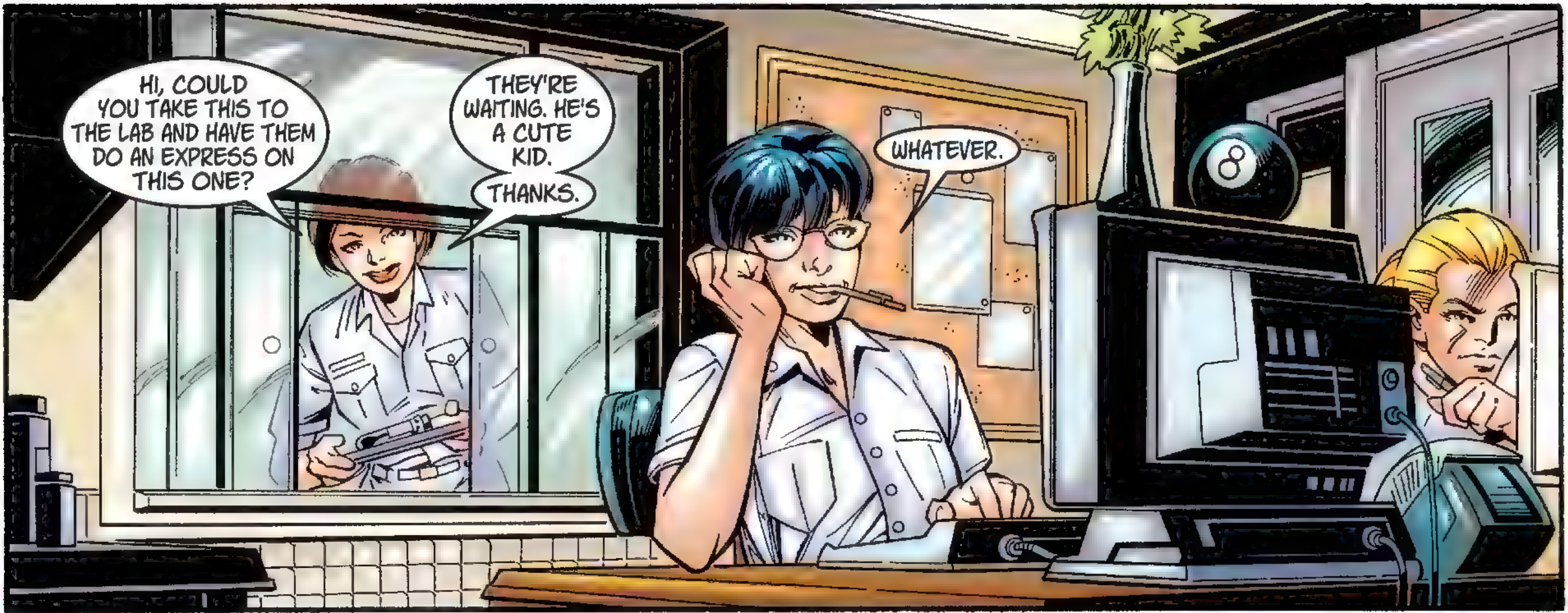
HUH.

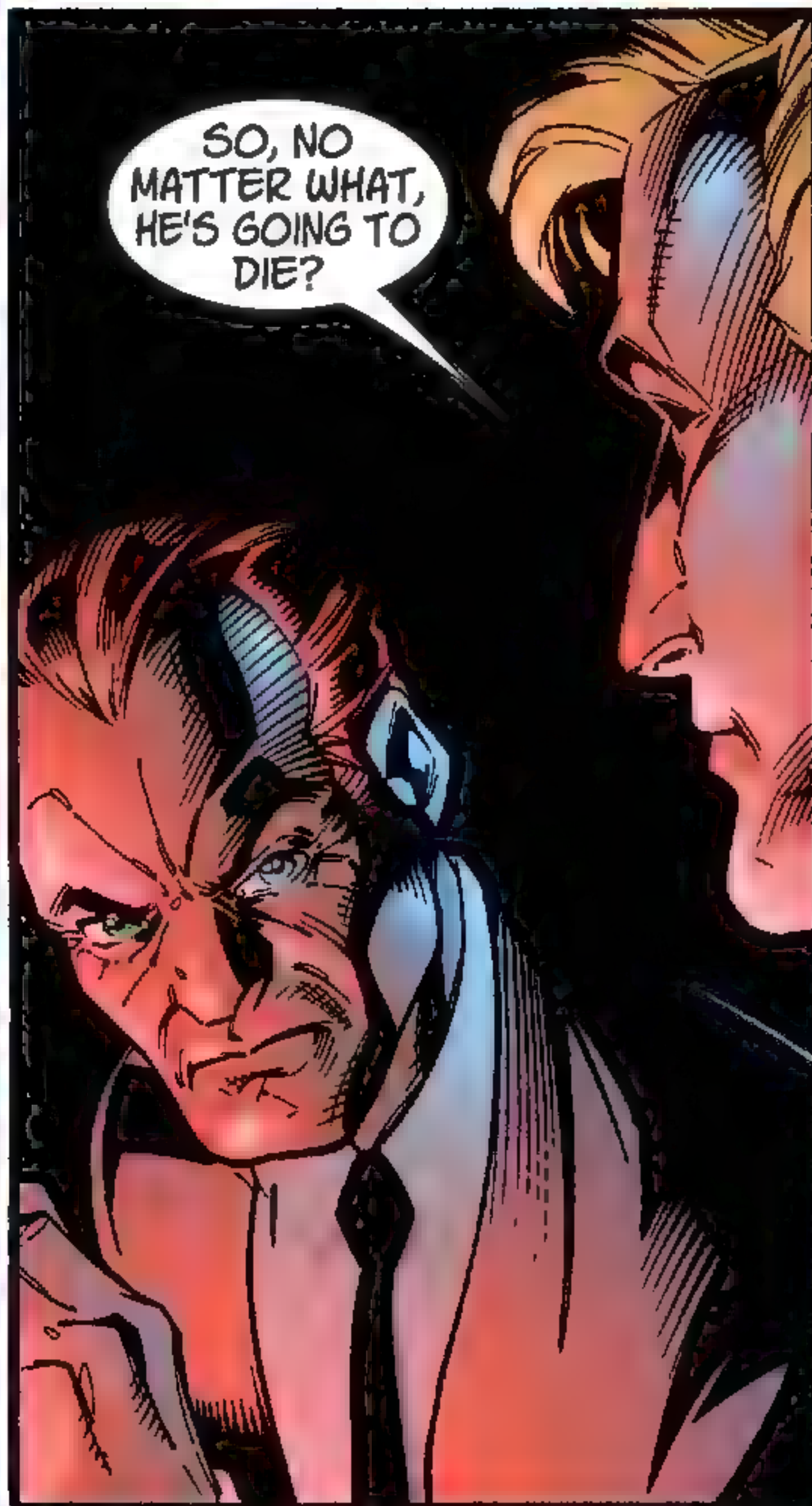
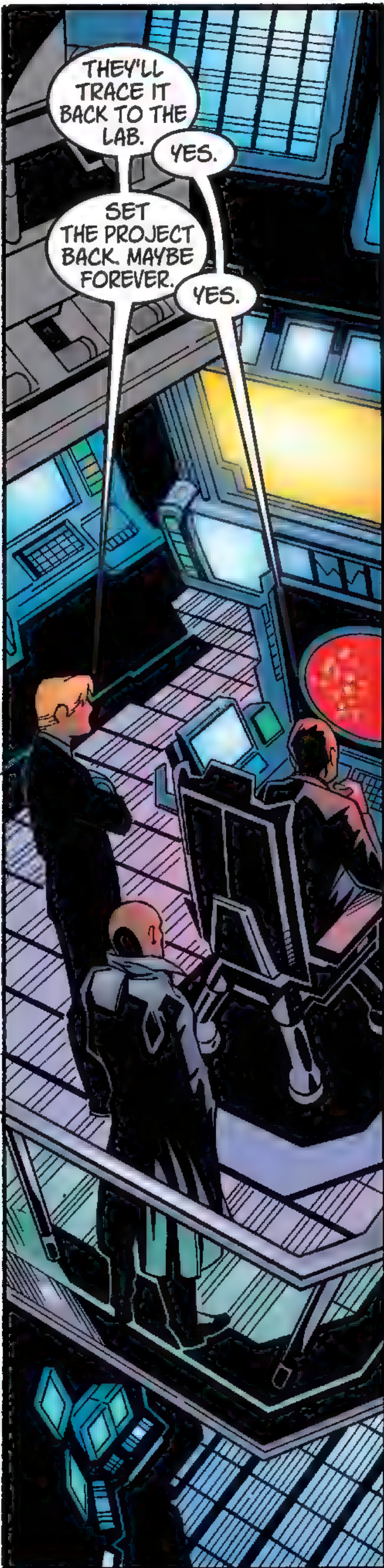
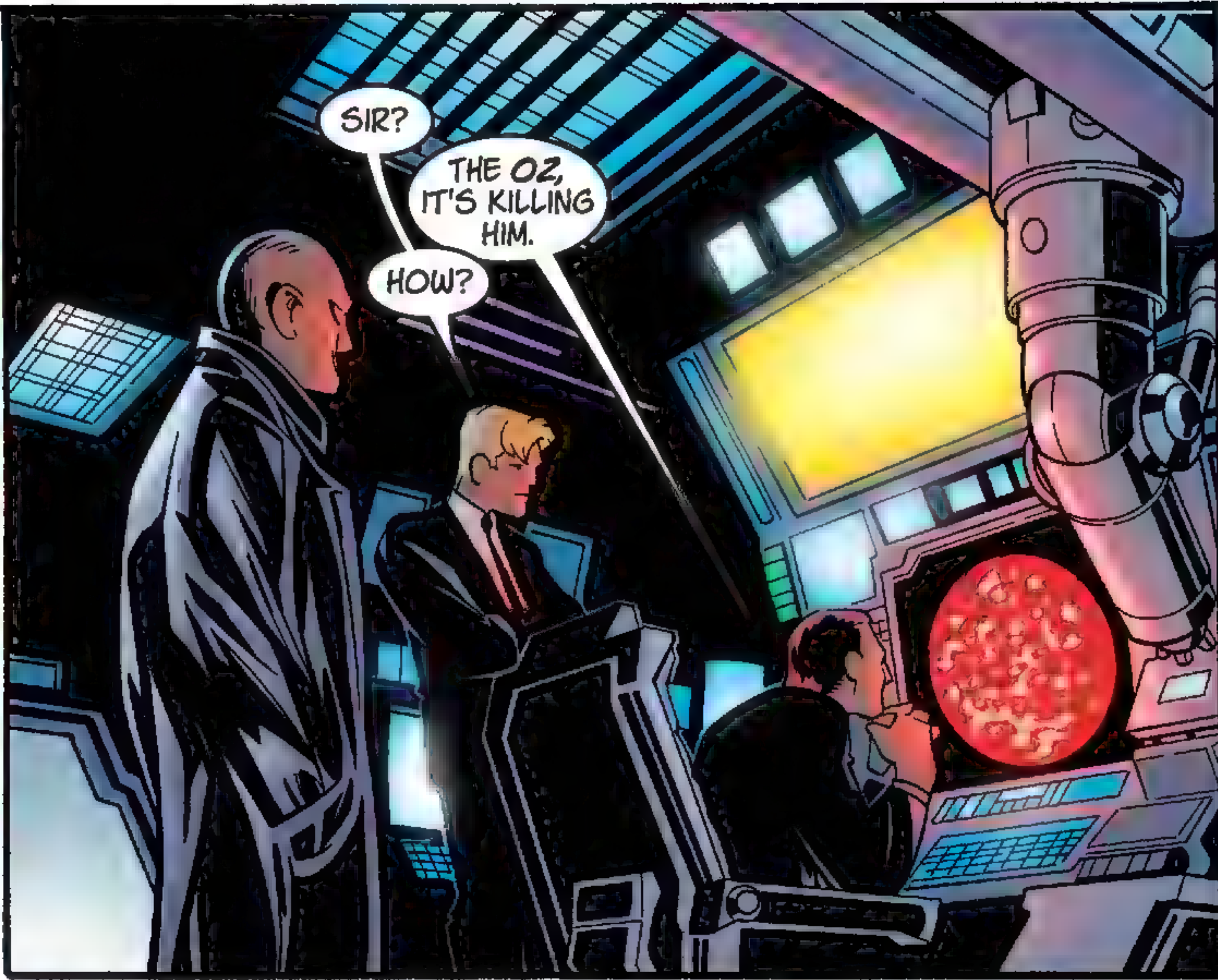
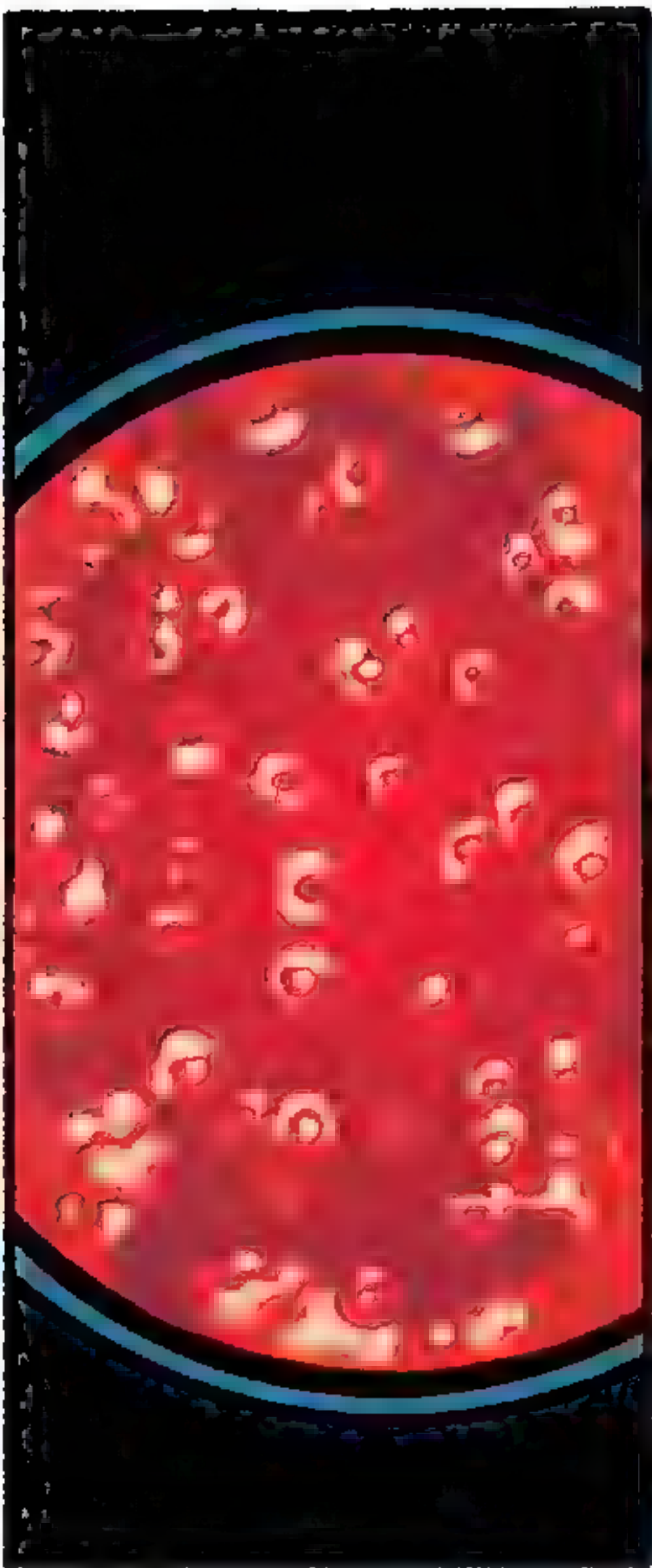


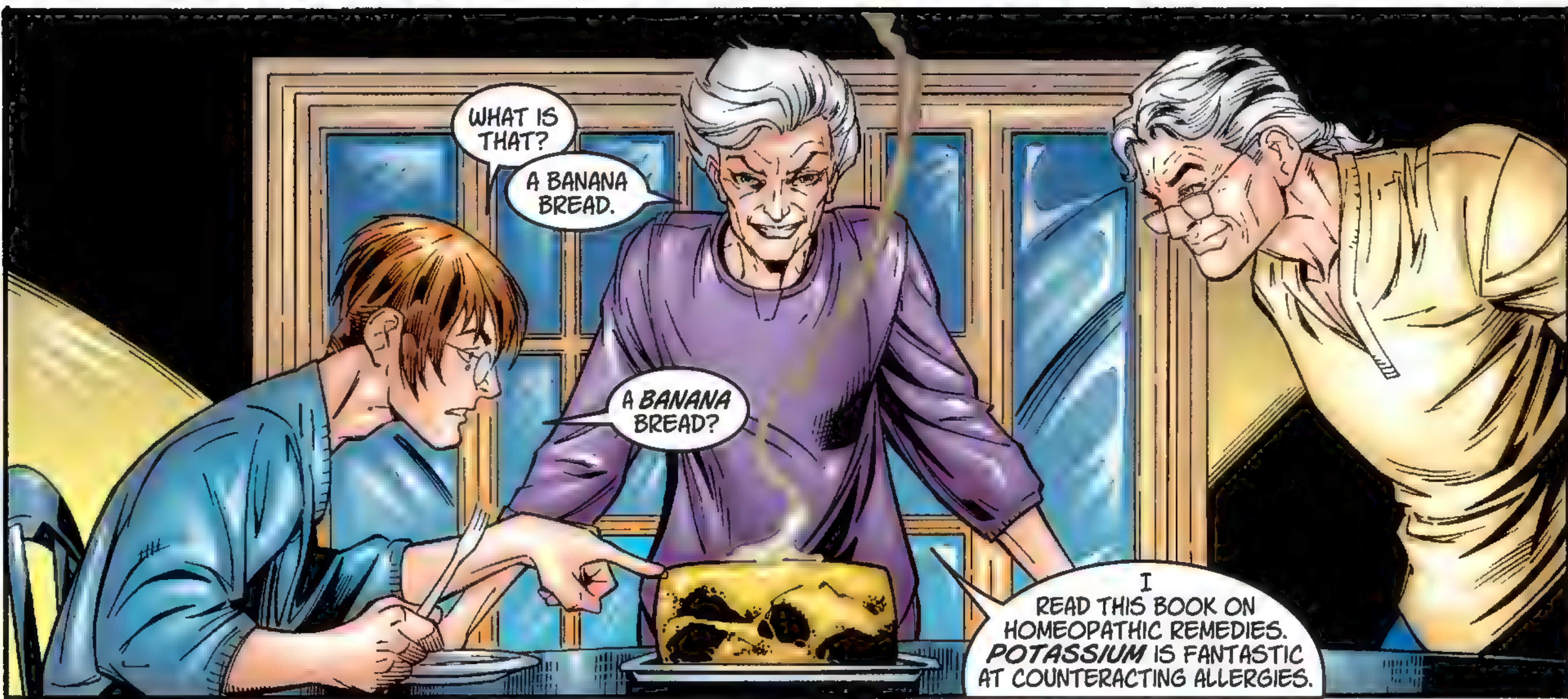
THICK SKIN YOU GOT THERE.



YOU COULDA FOOLED ME.





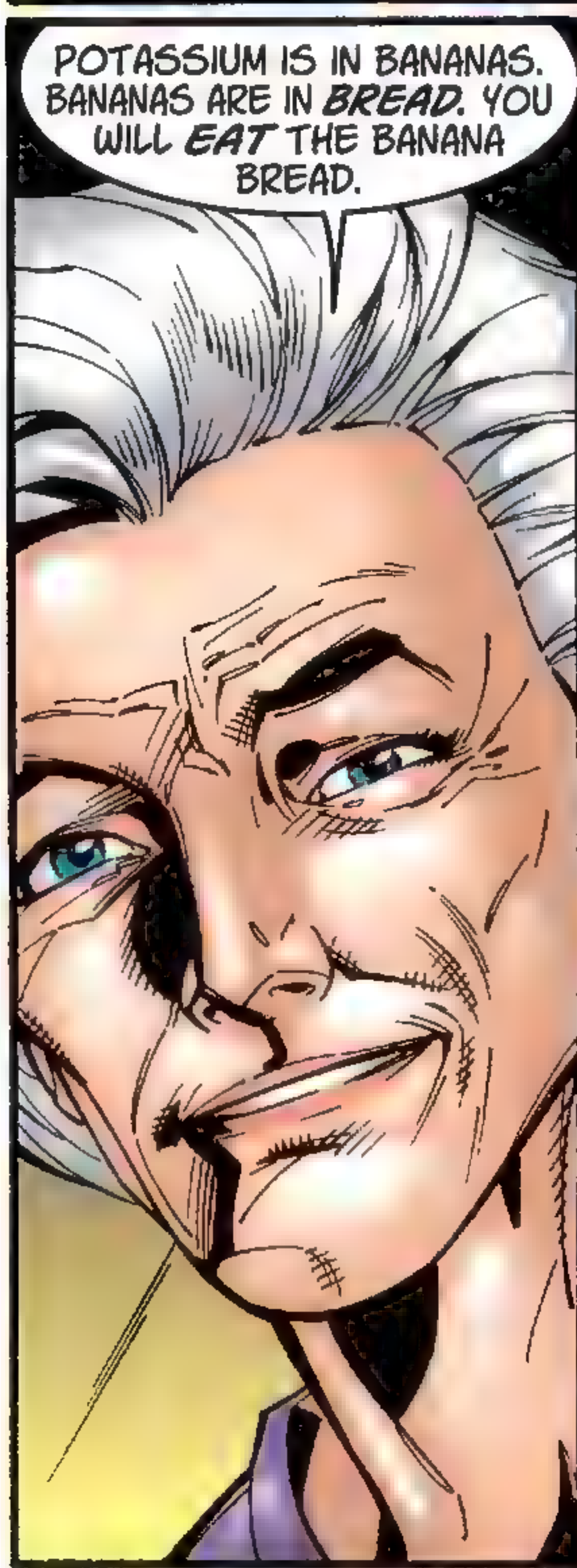


WHAT IS THAT?

A BANANA BREAD.

A BANANA BREAD?

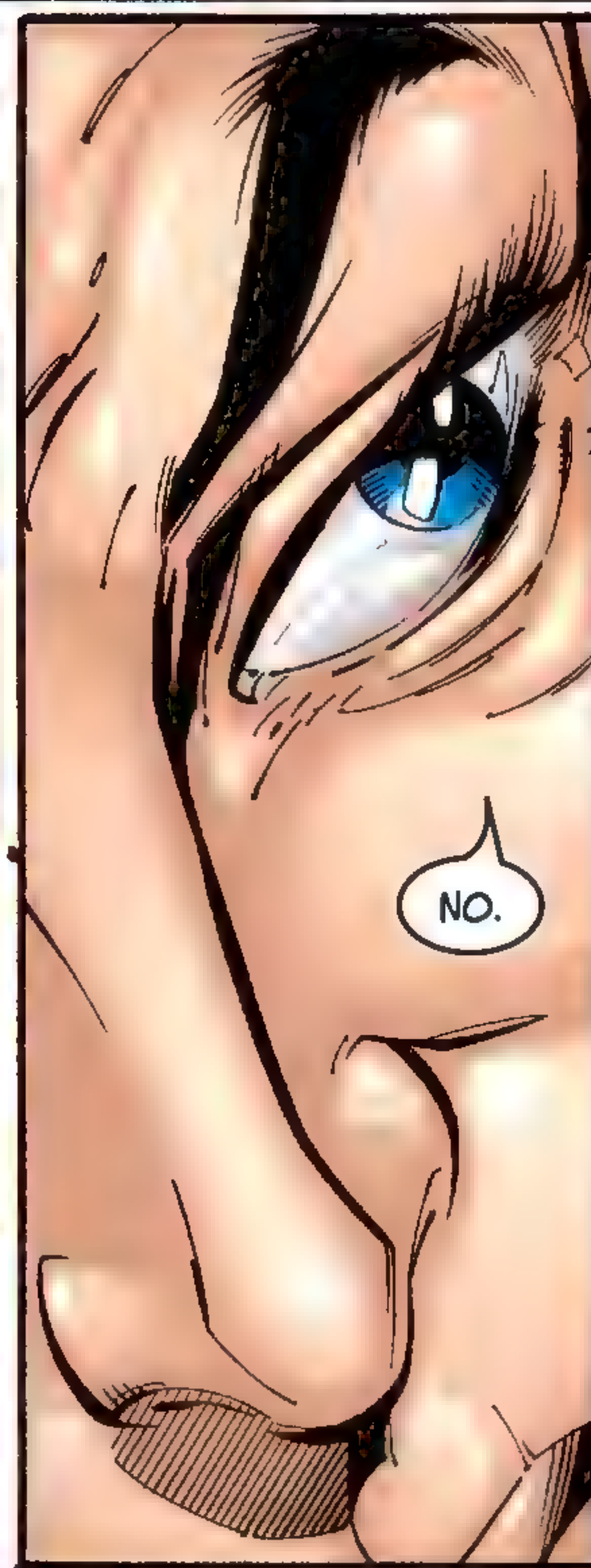
I READ THIS BOOK ON HOMEOPATHIC REMEDIES. **POTASSIUM** IS FANTASTIC AT COUNTERACTING ALLERGIES.



POTASSIUM IS IN BANANAS. BANANAS ARE IN *BREAD*. YOU WILL *EAT* THE BANANA BREAD.



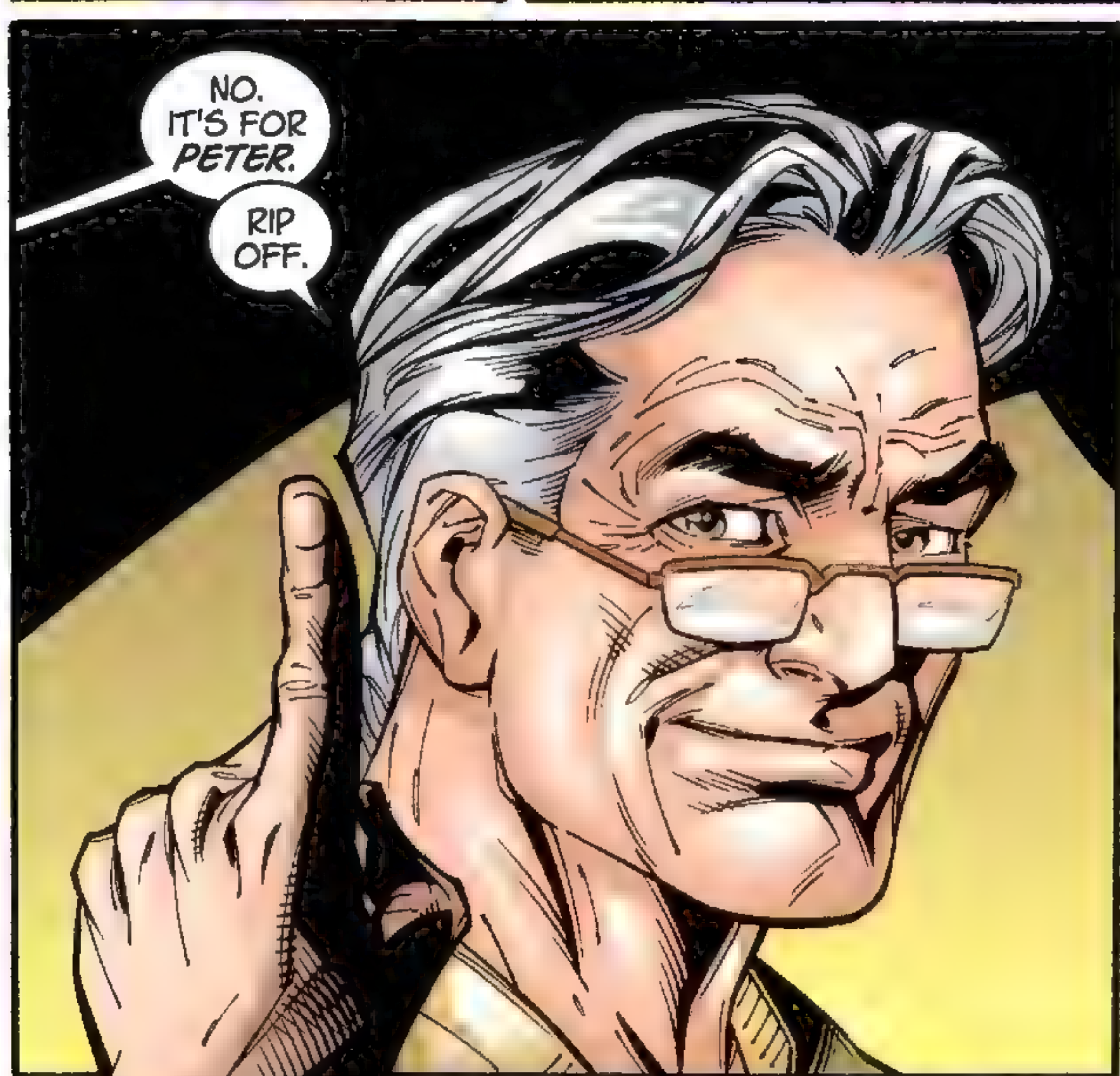
I WOULD LIKE A PIECE.



NO.



NO?

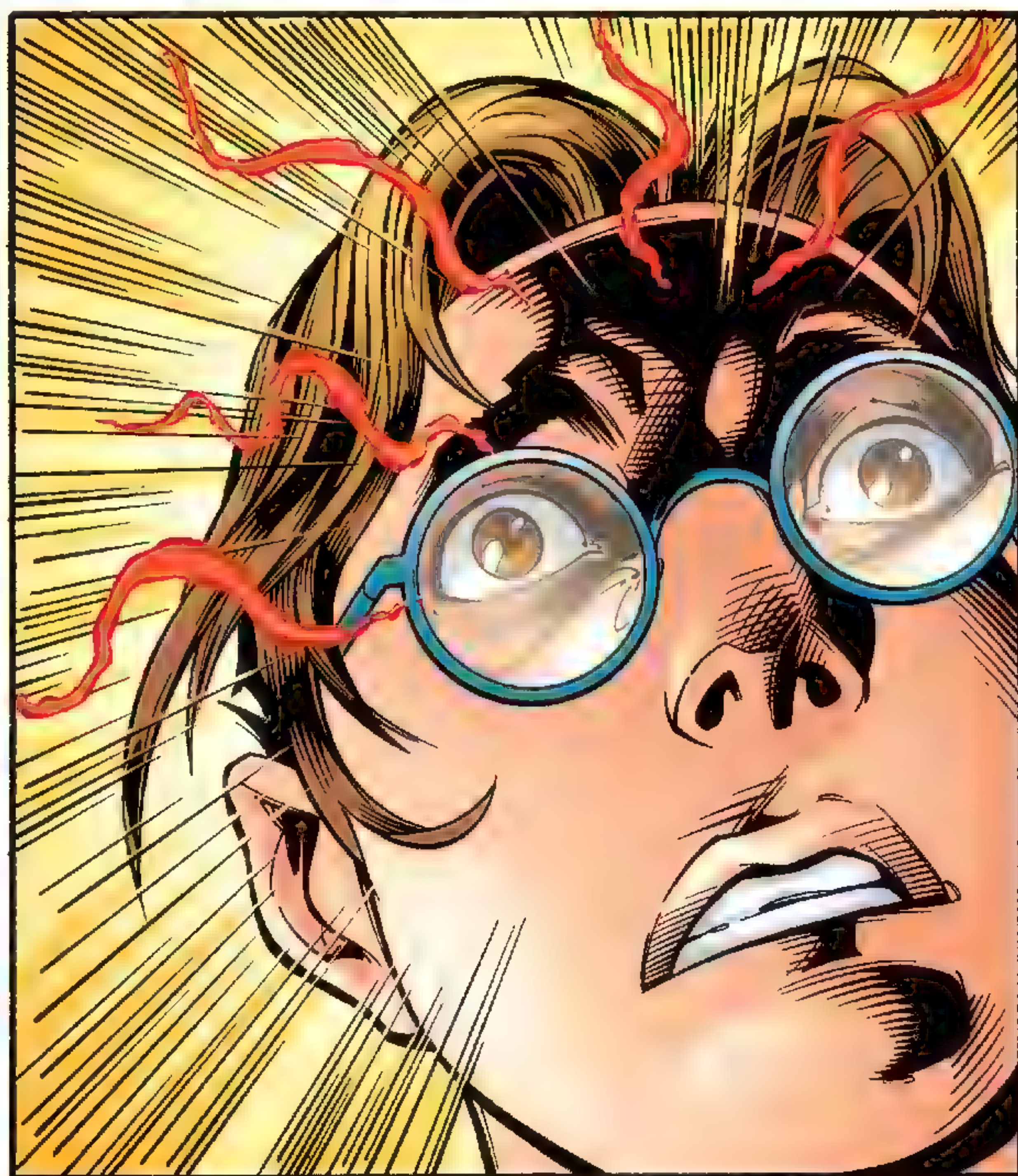
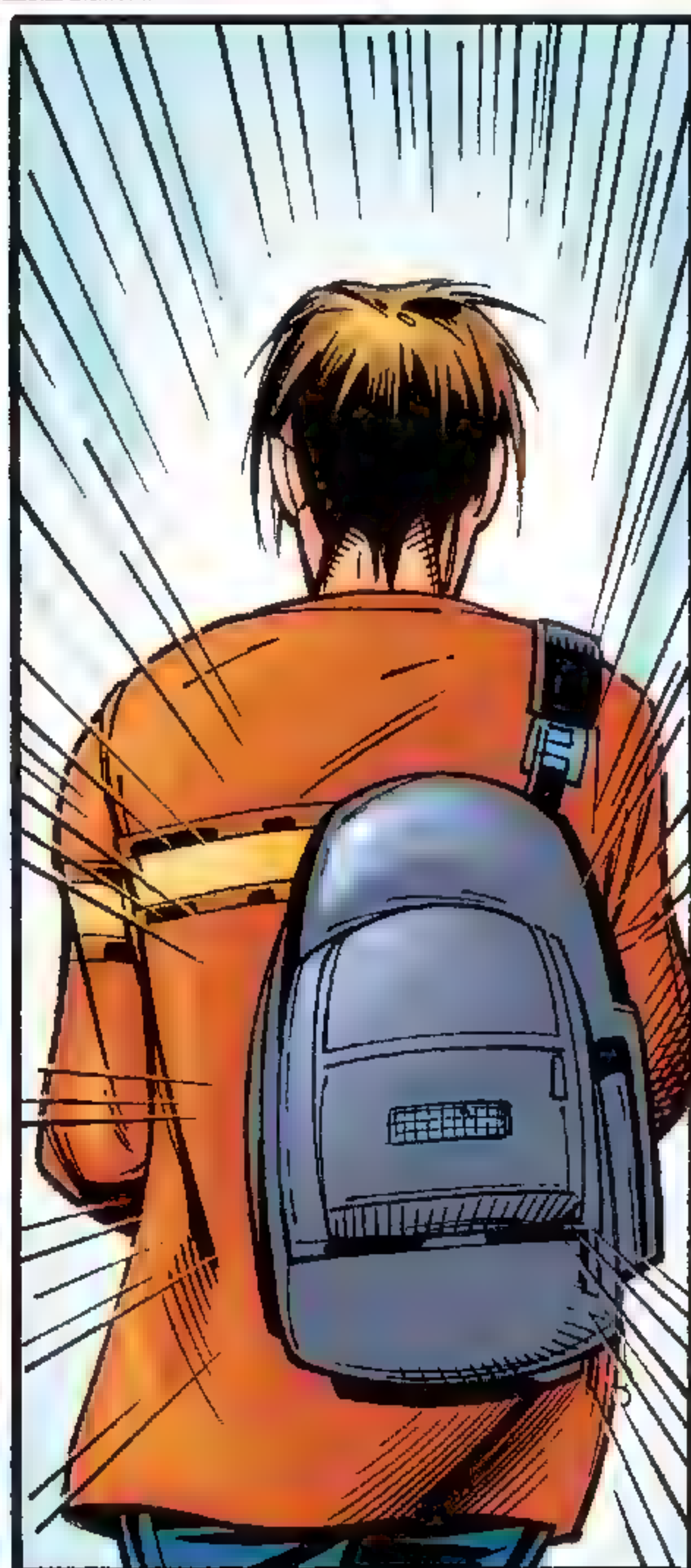
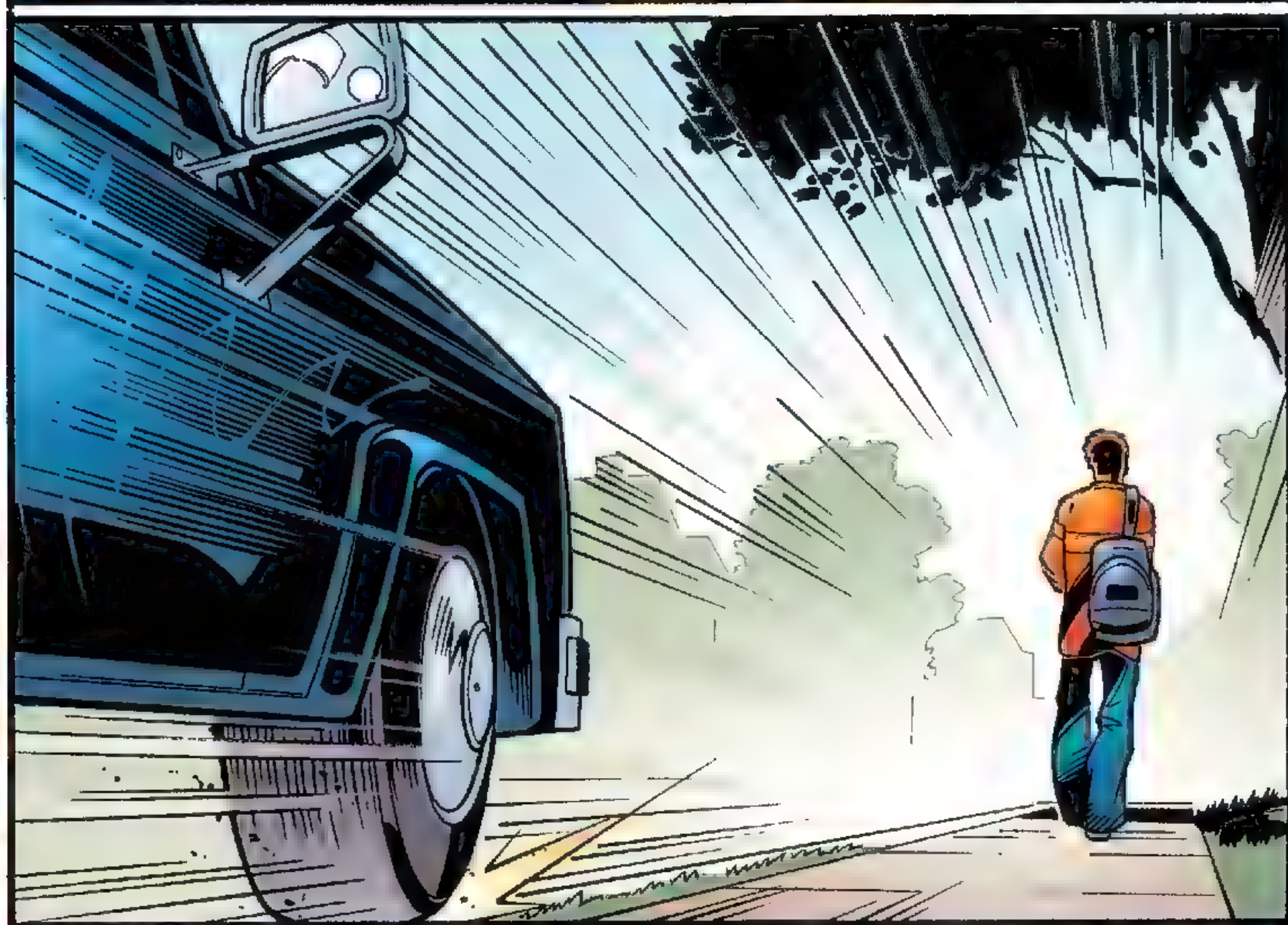
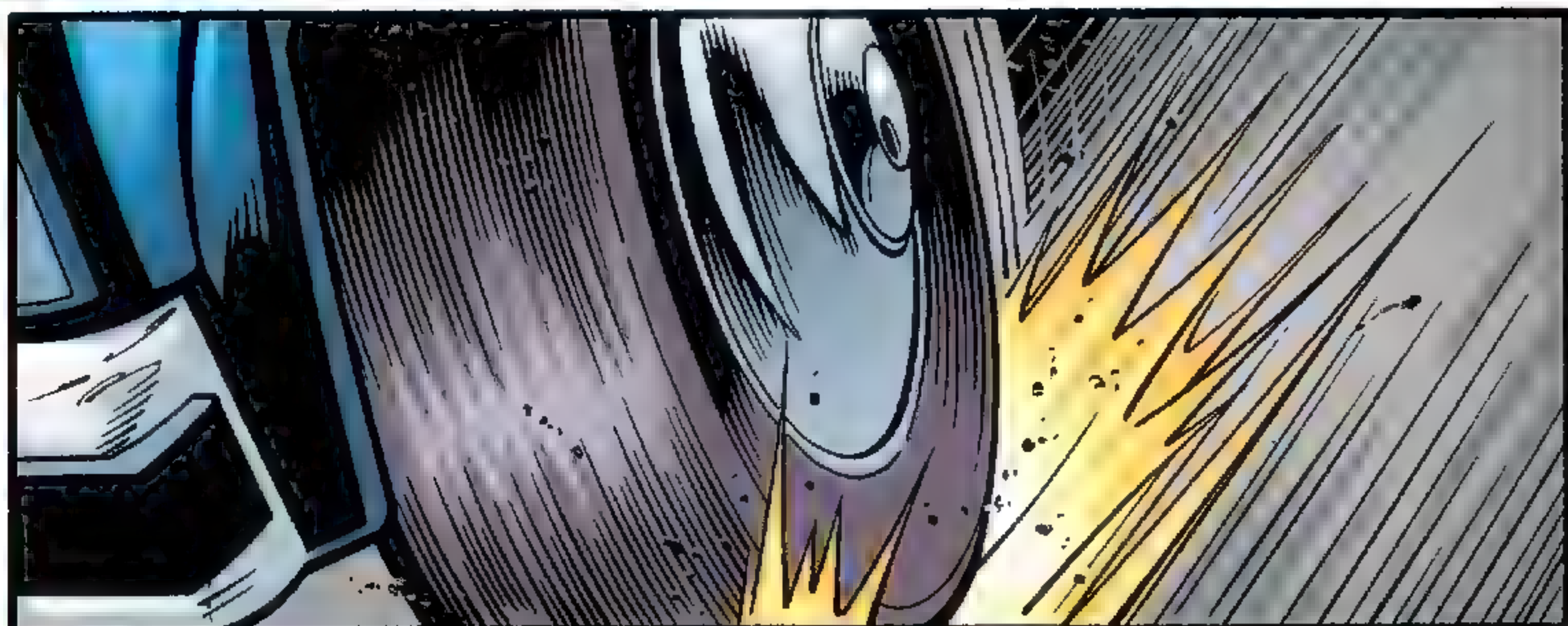
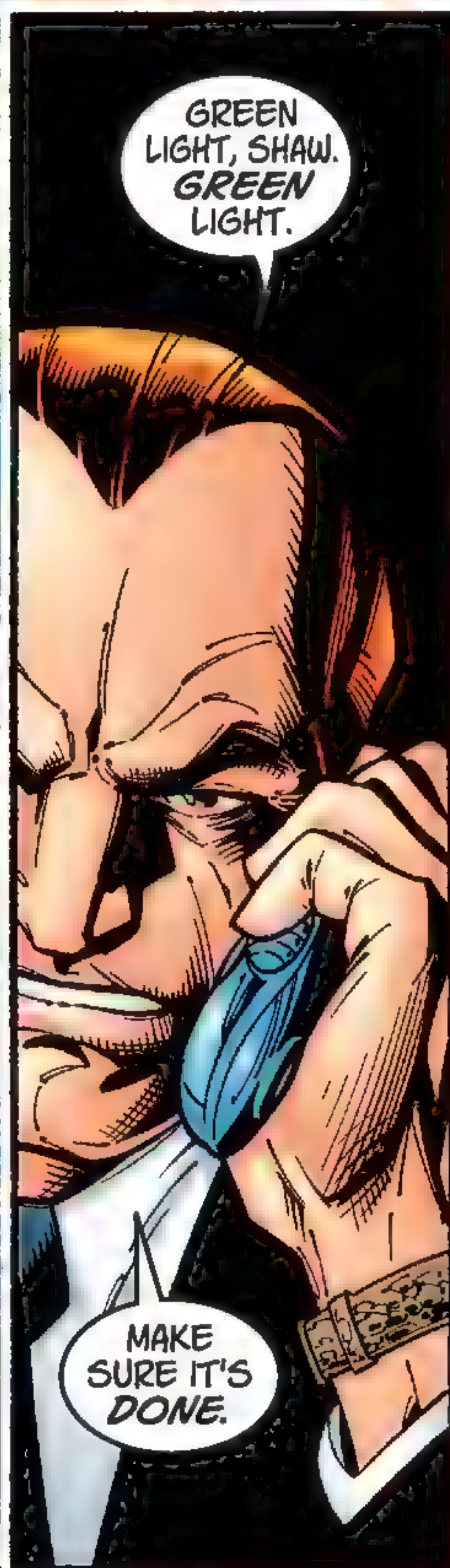
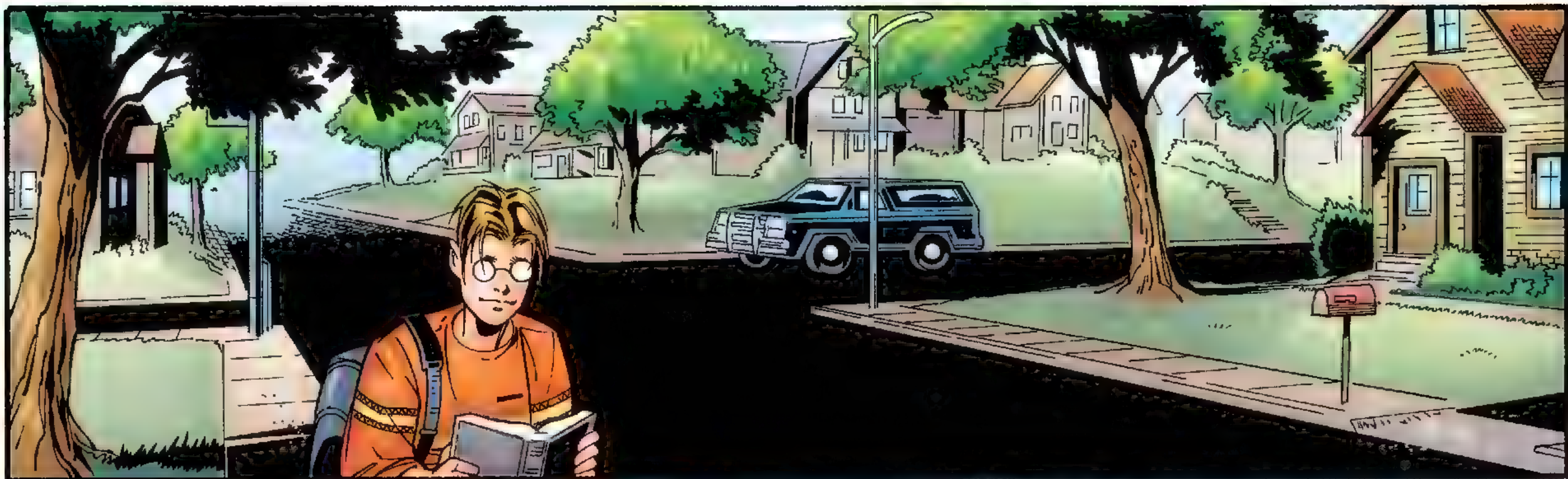


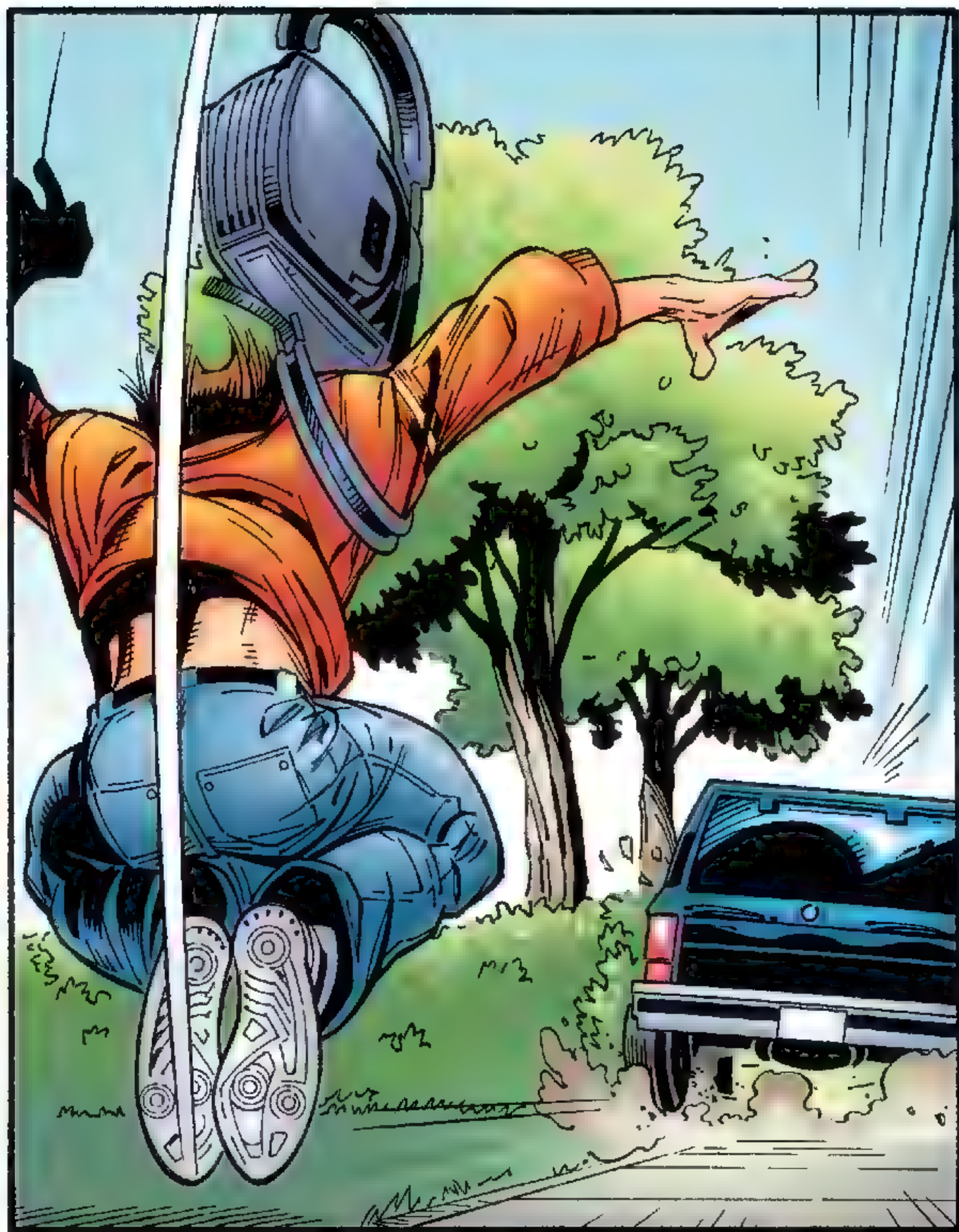
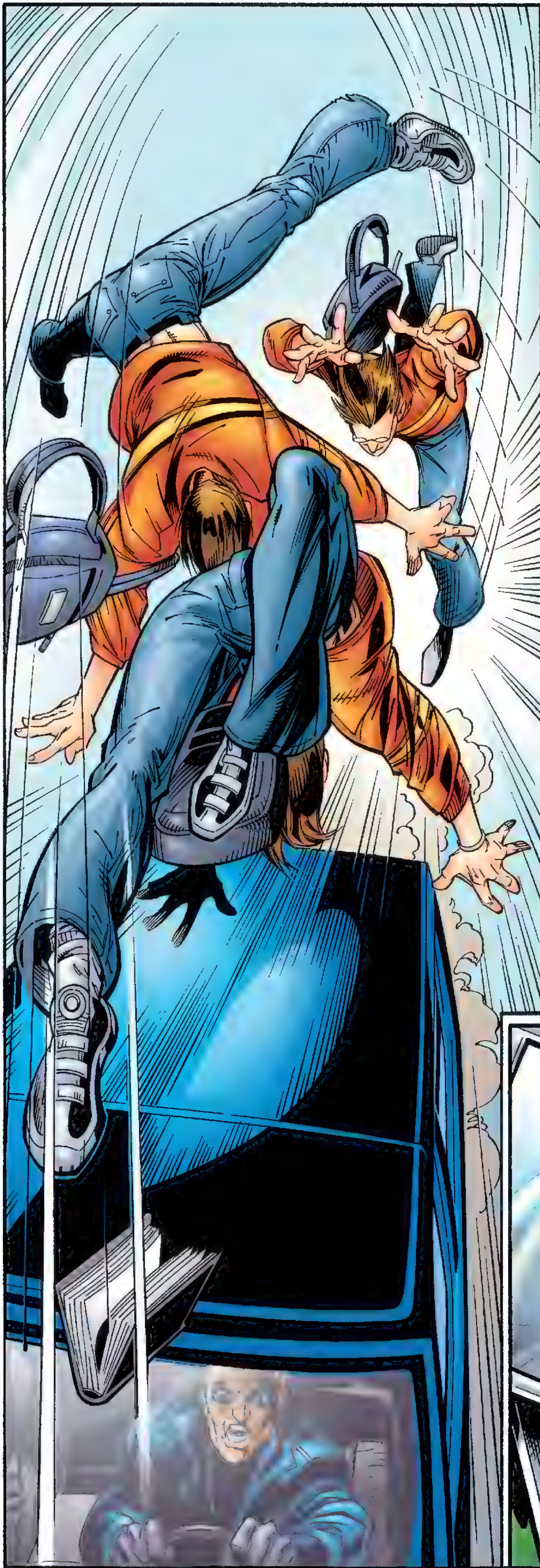
NO. IT'S FOR **PETER**.

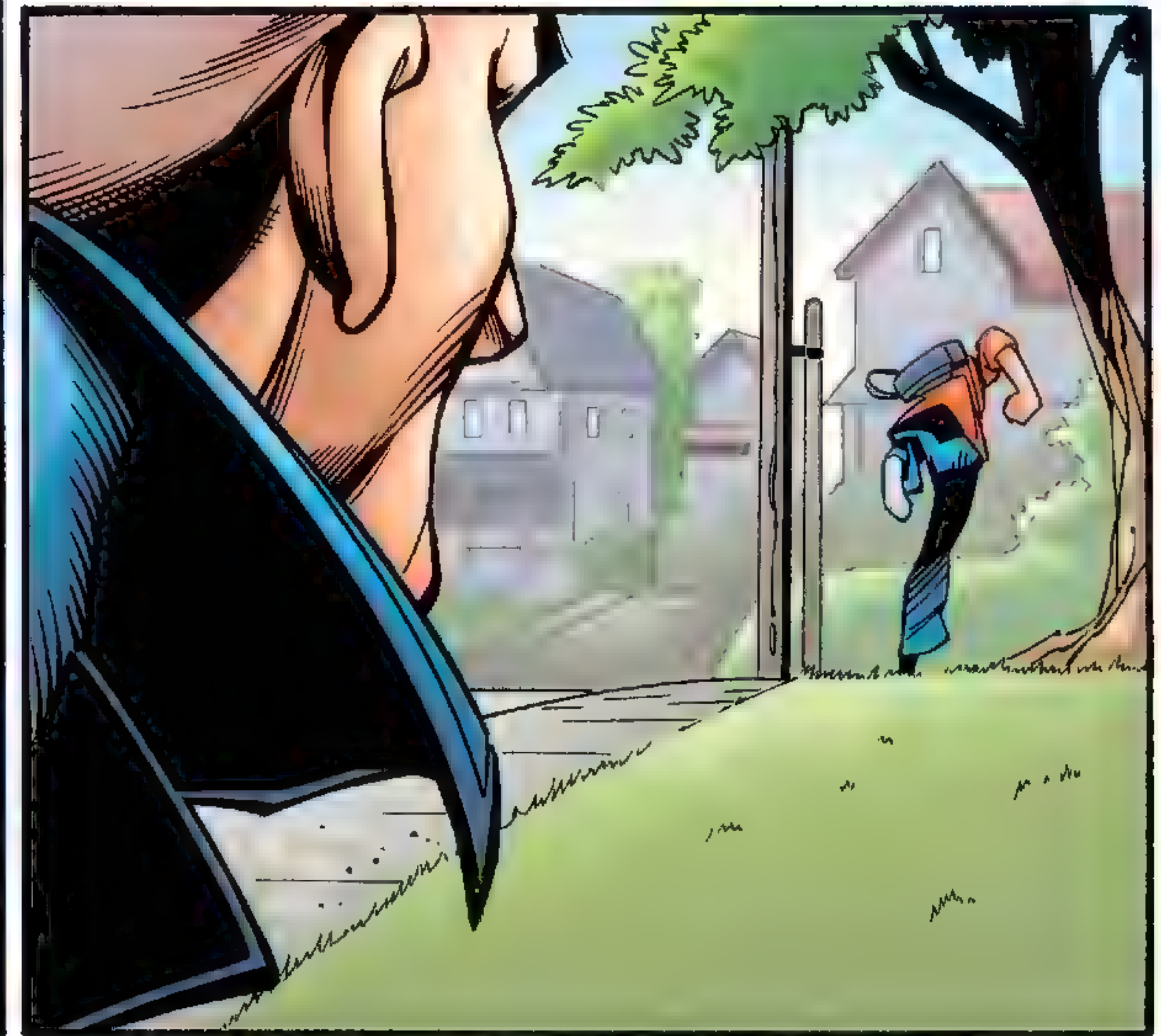
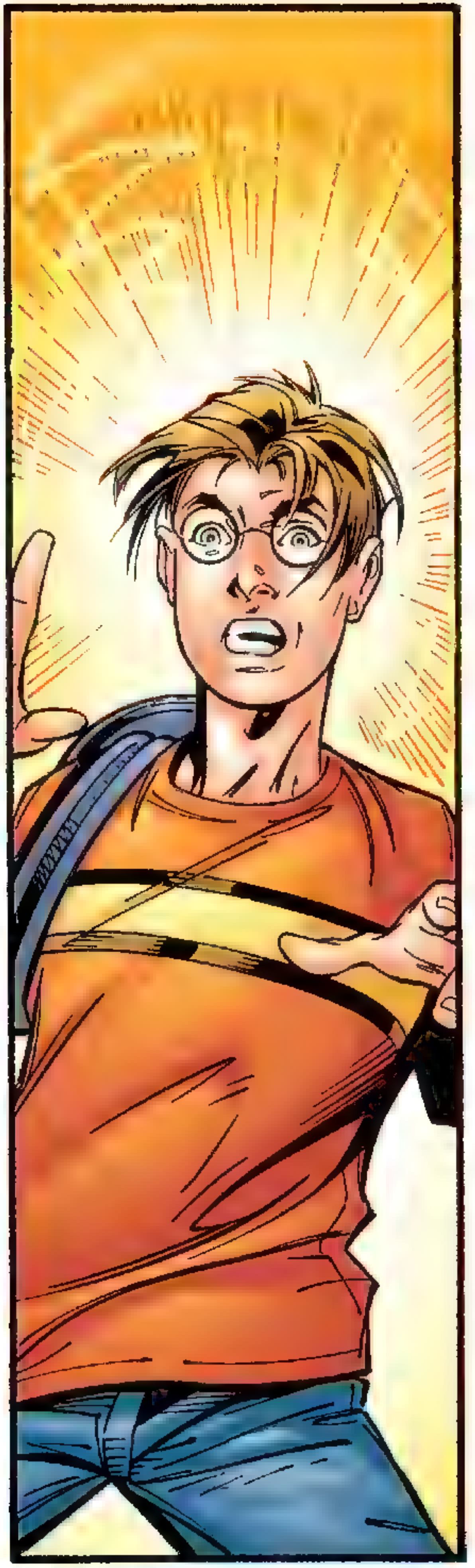
RIP OFF.

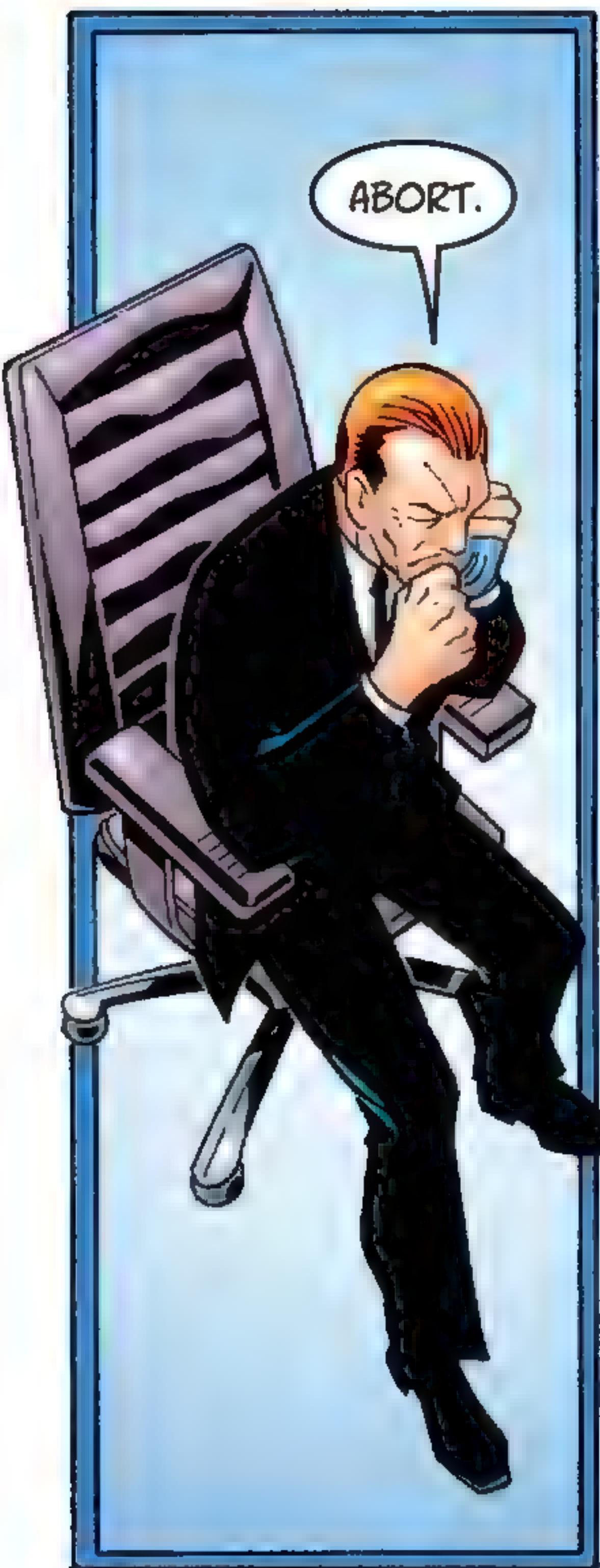
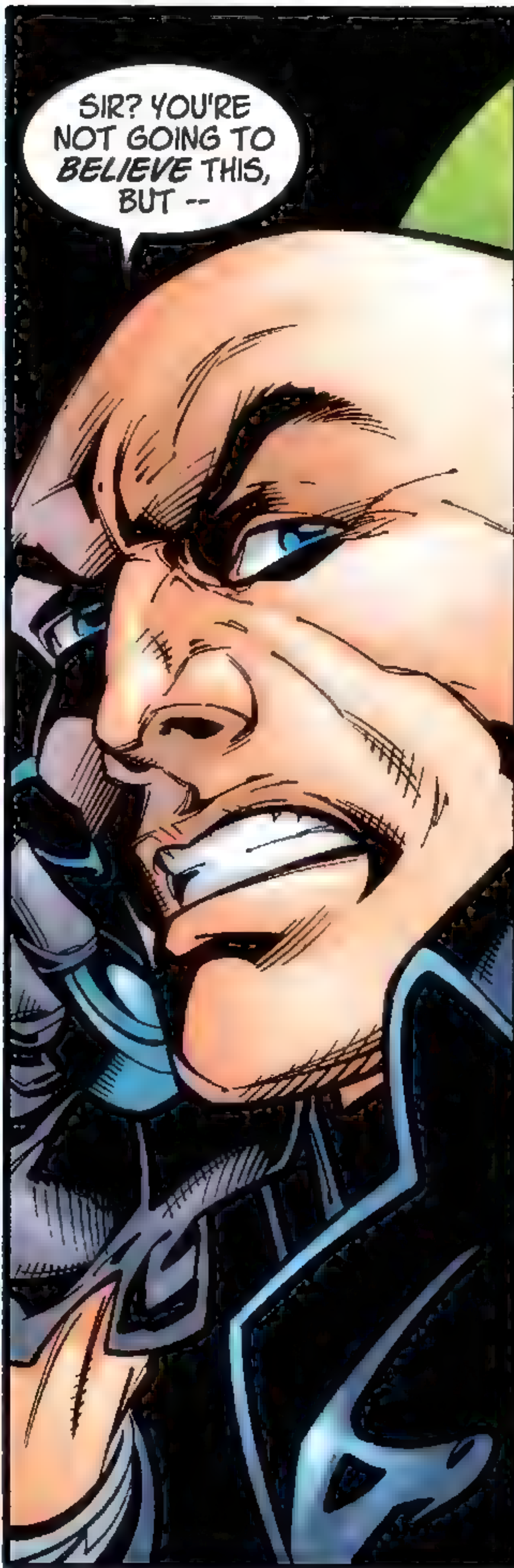


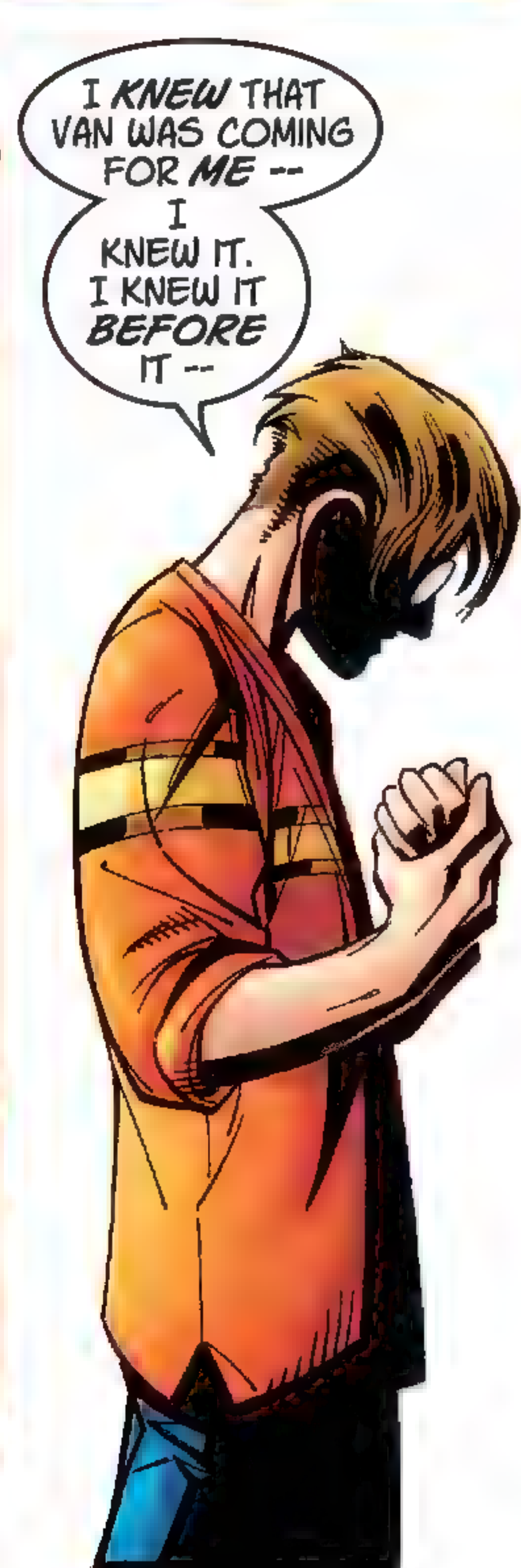
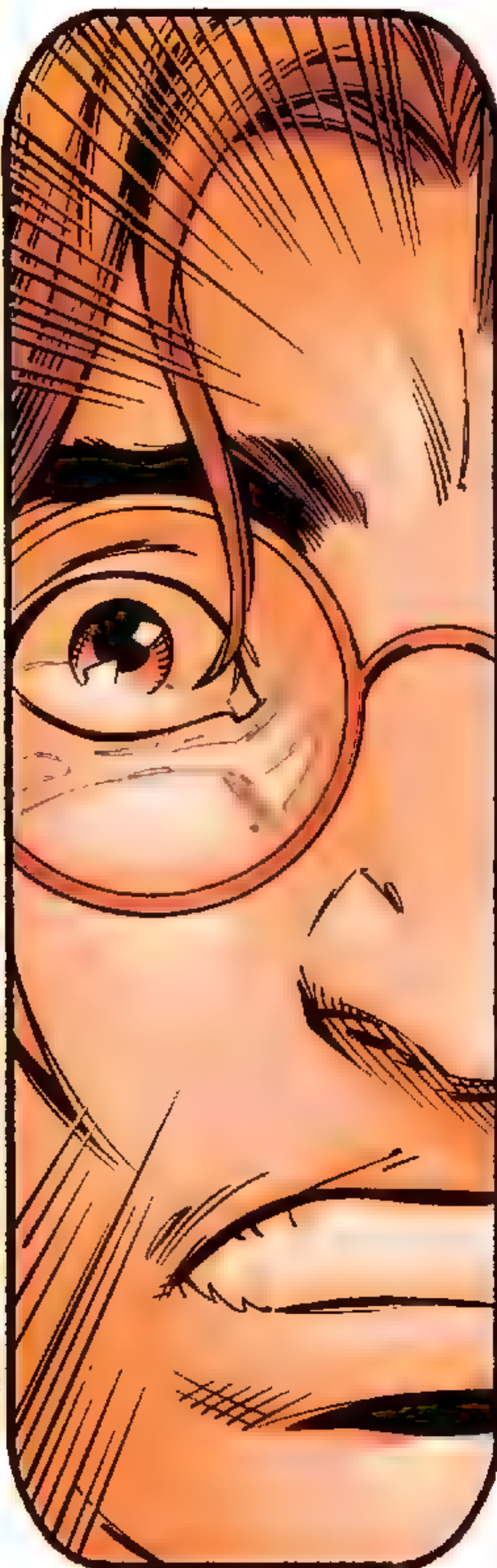
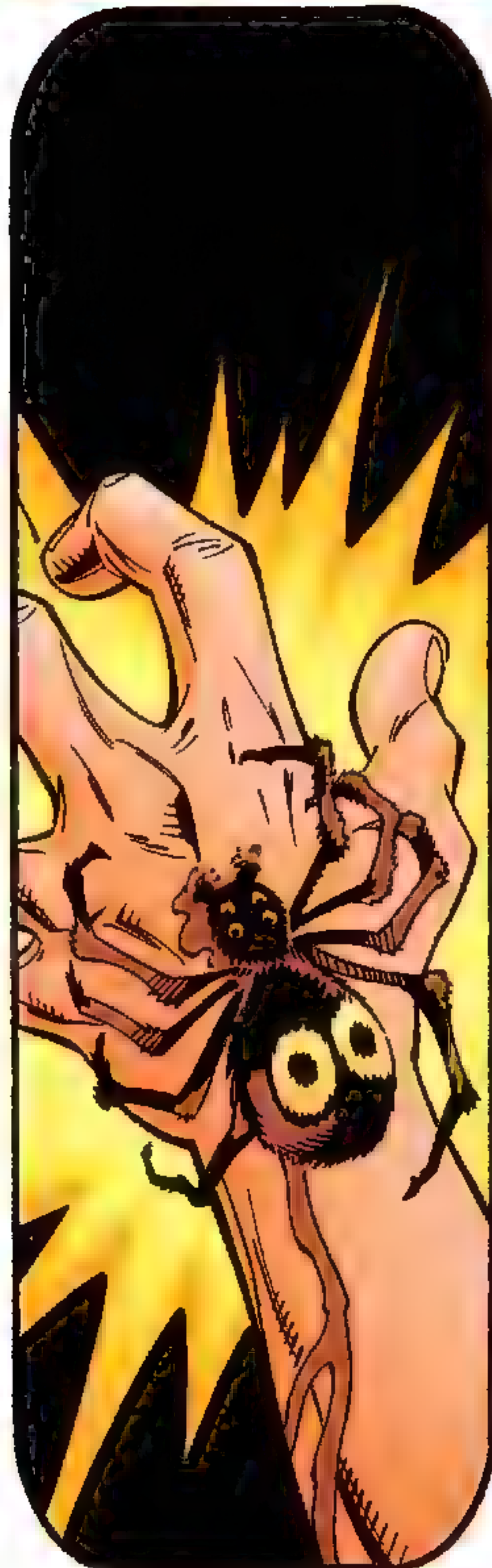
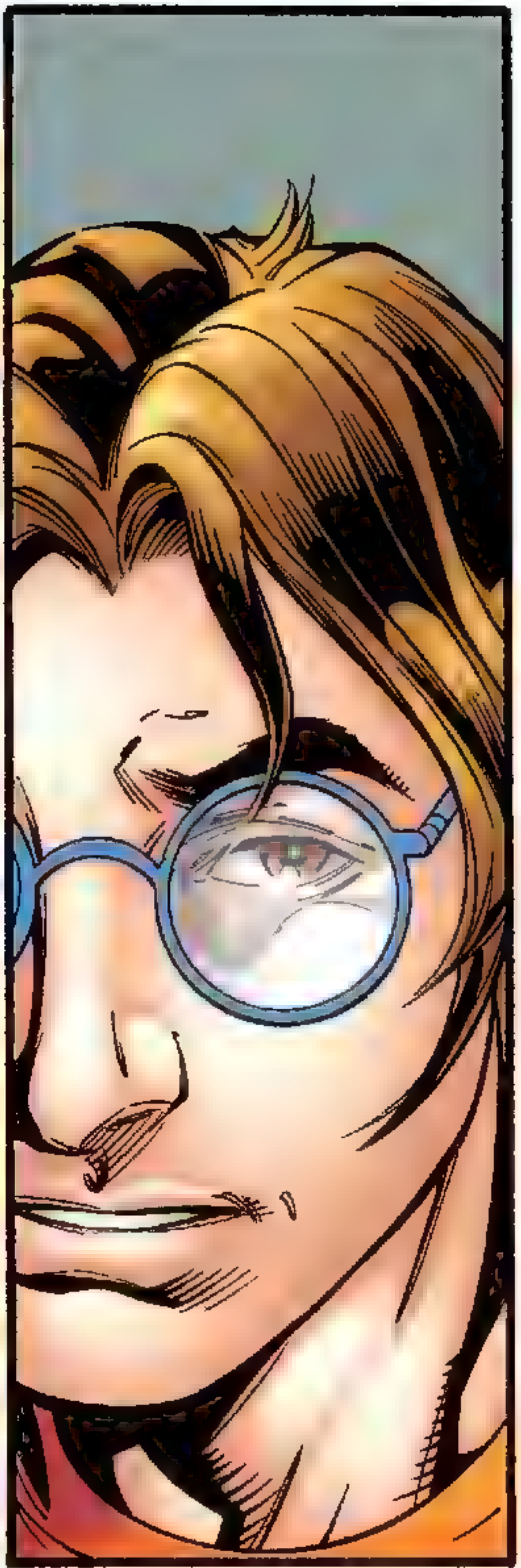
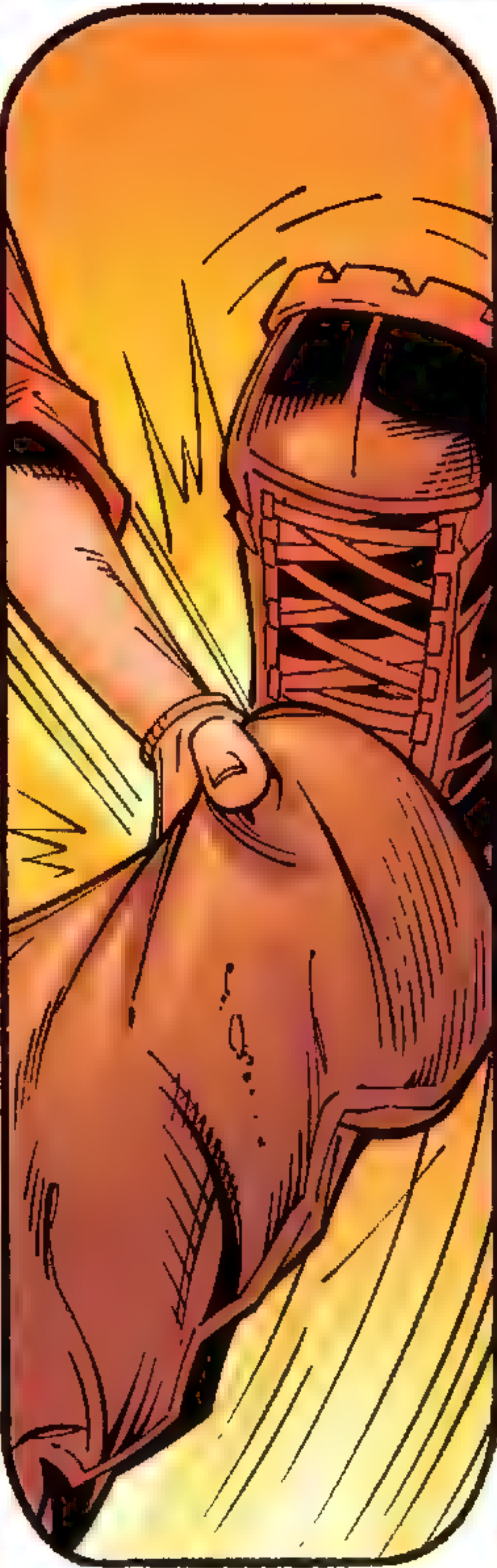
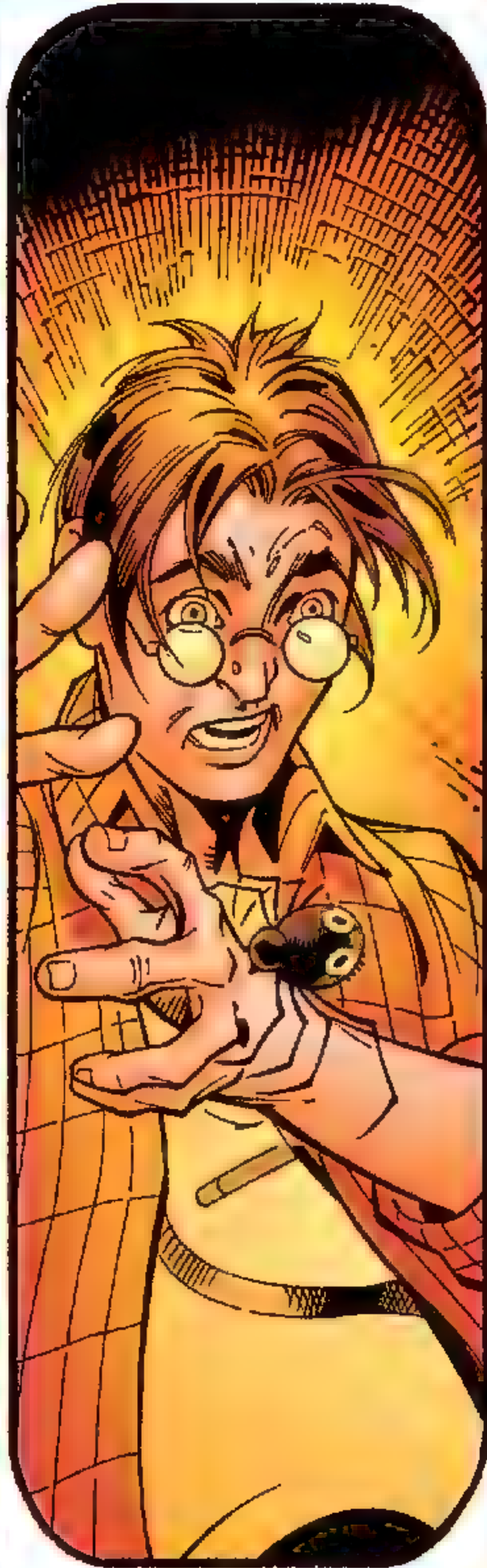
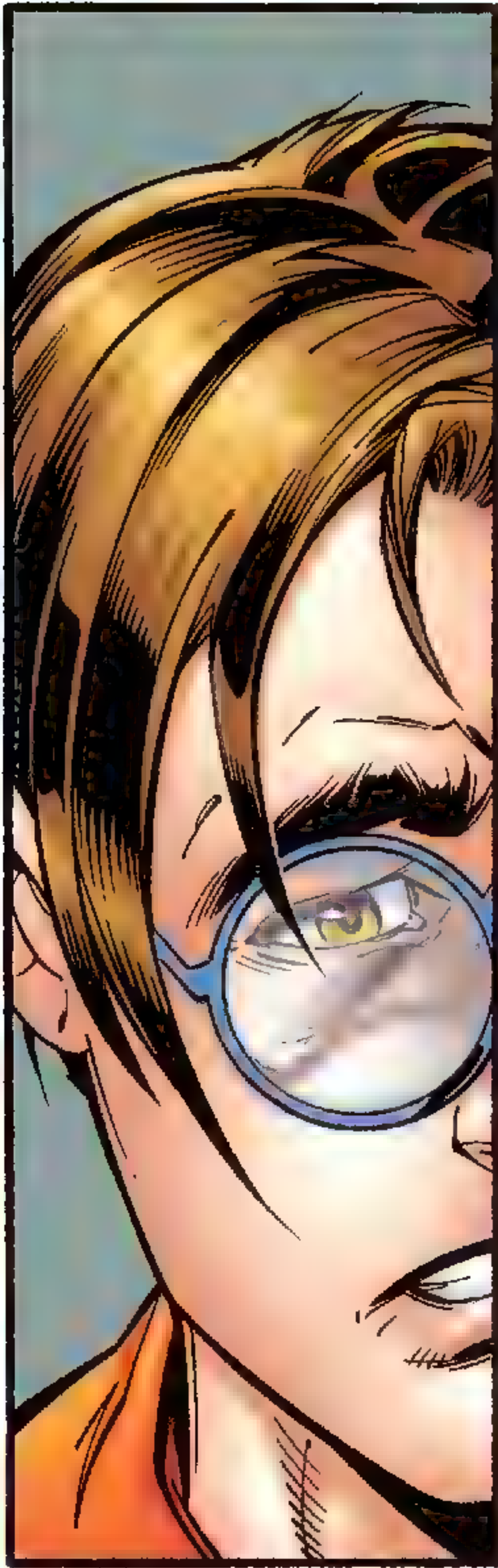
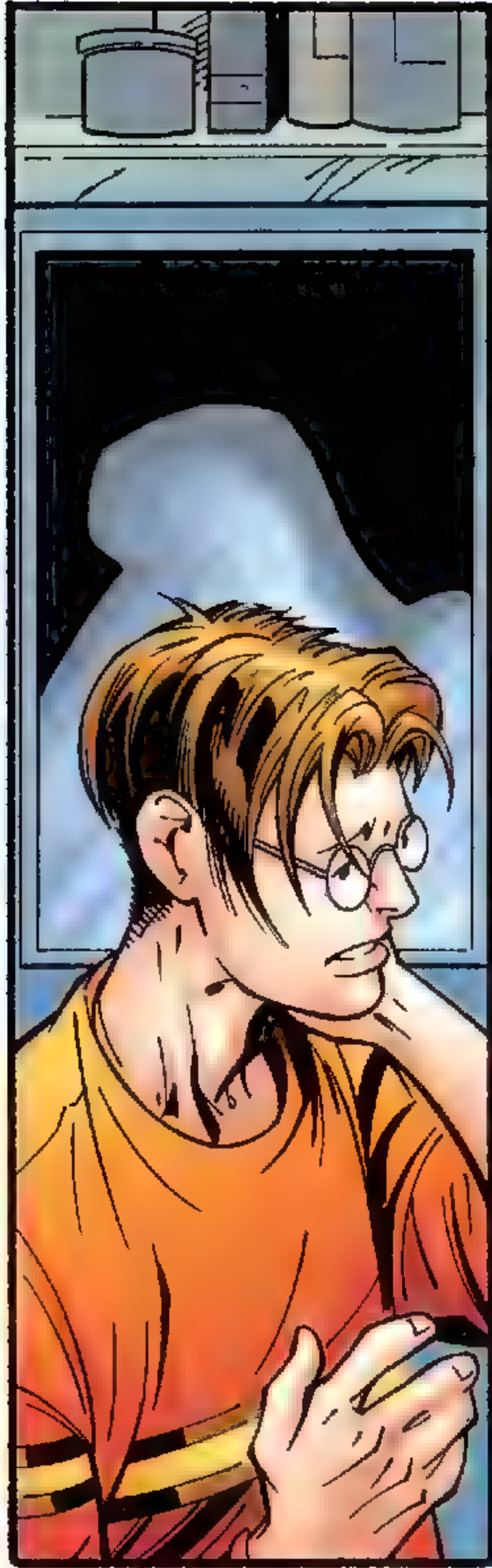
EAT!

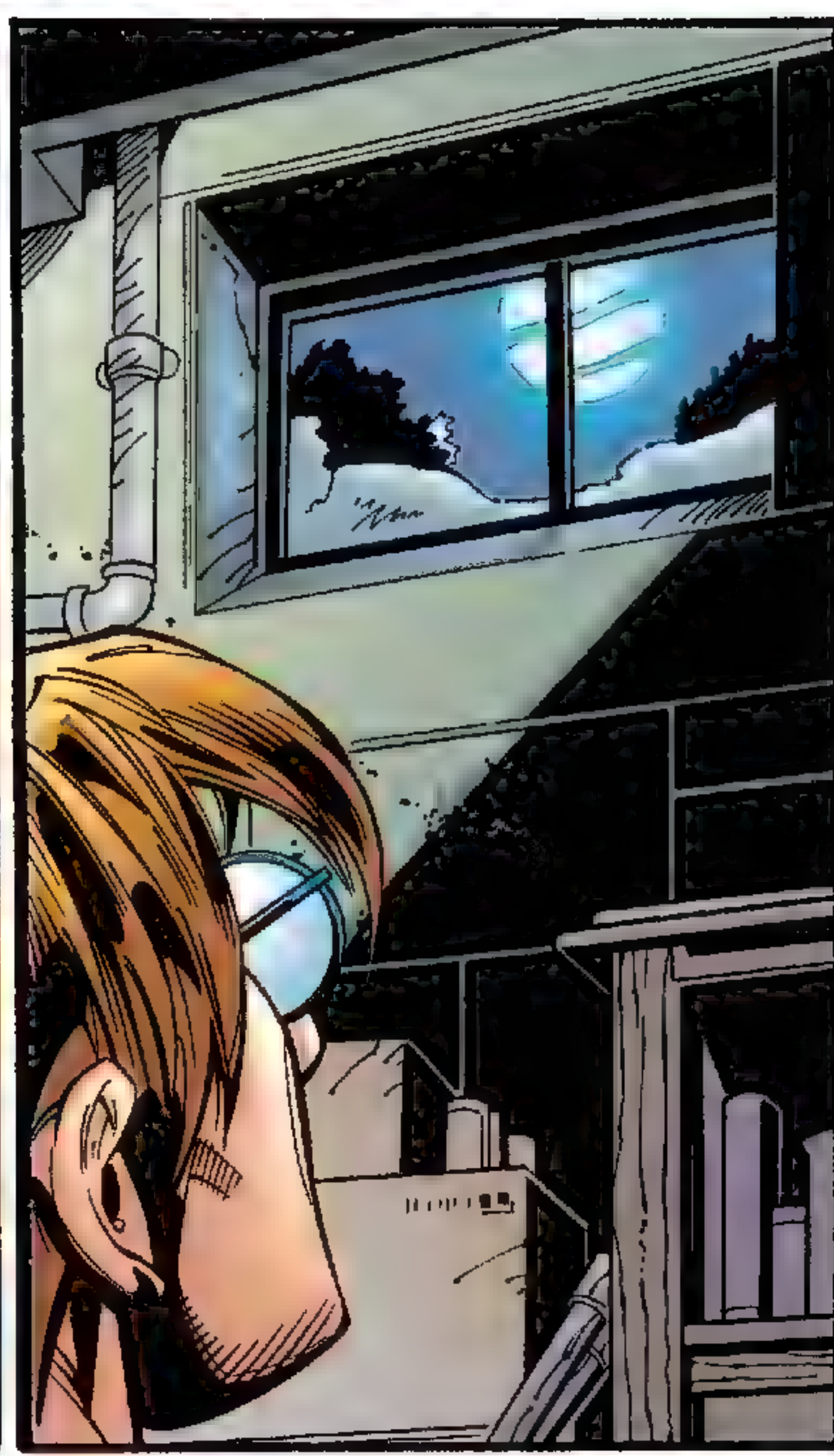
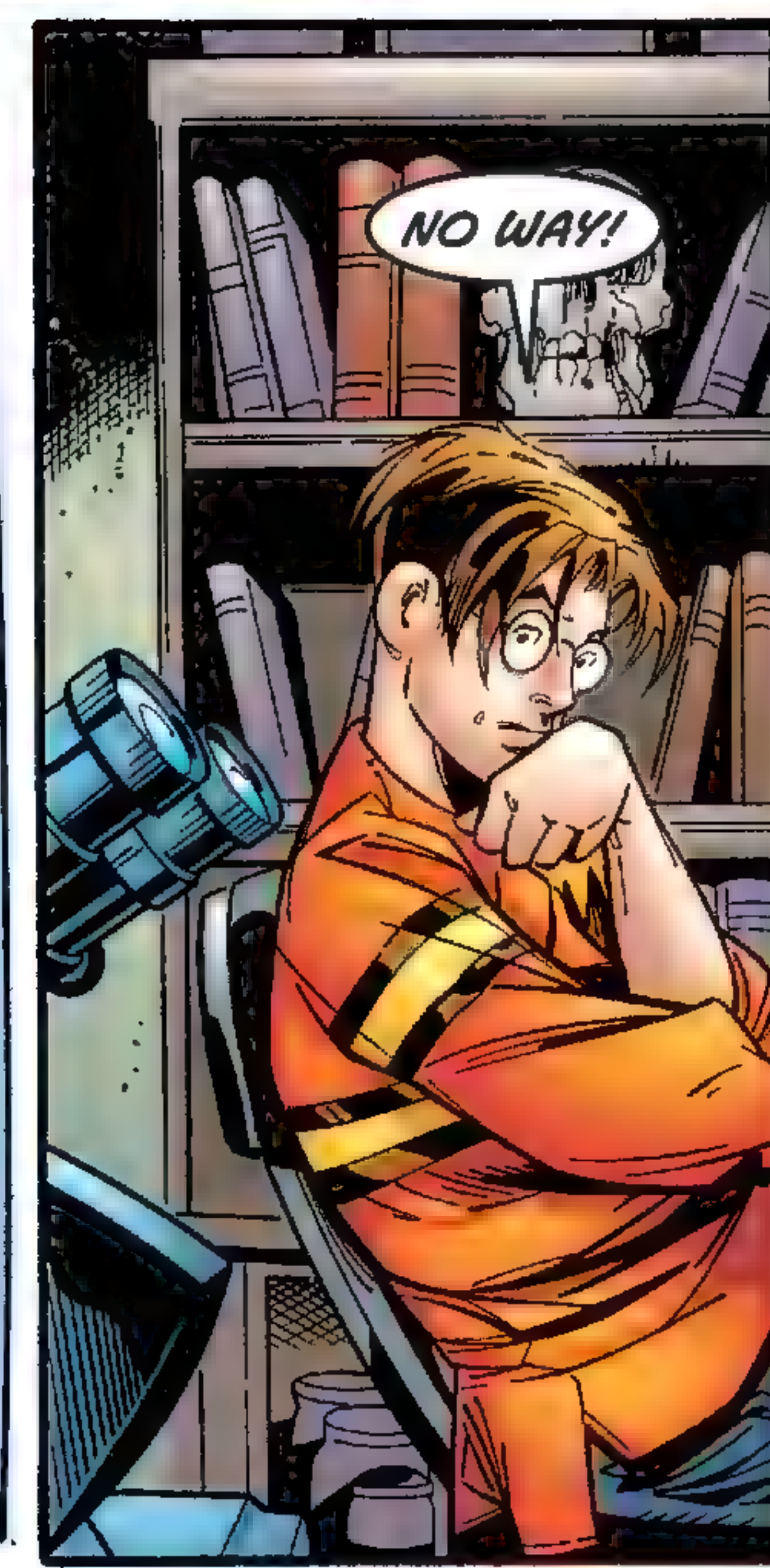
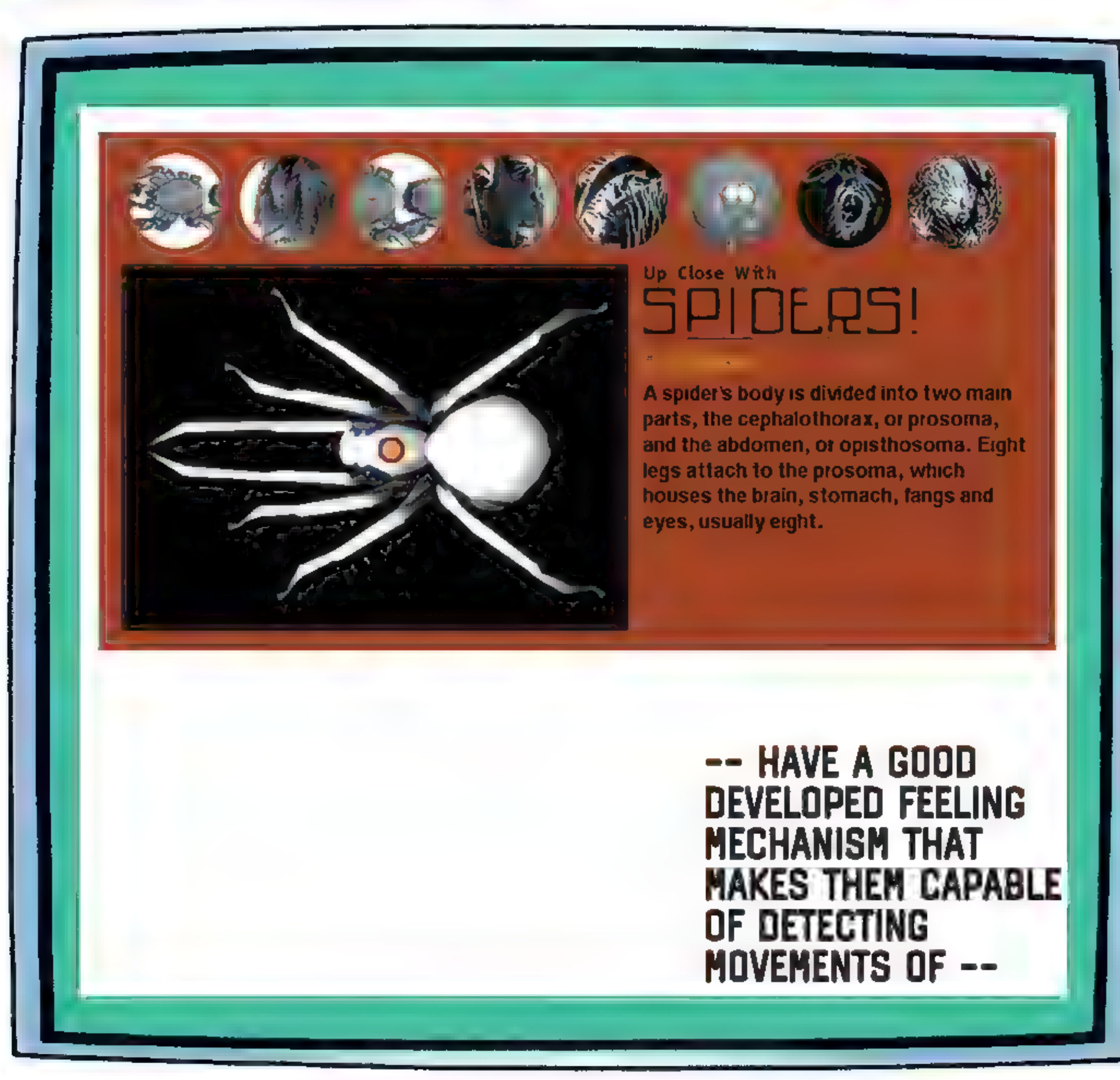
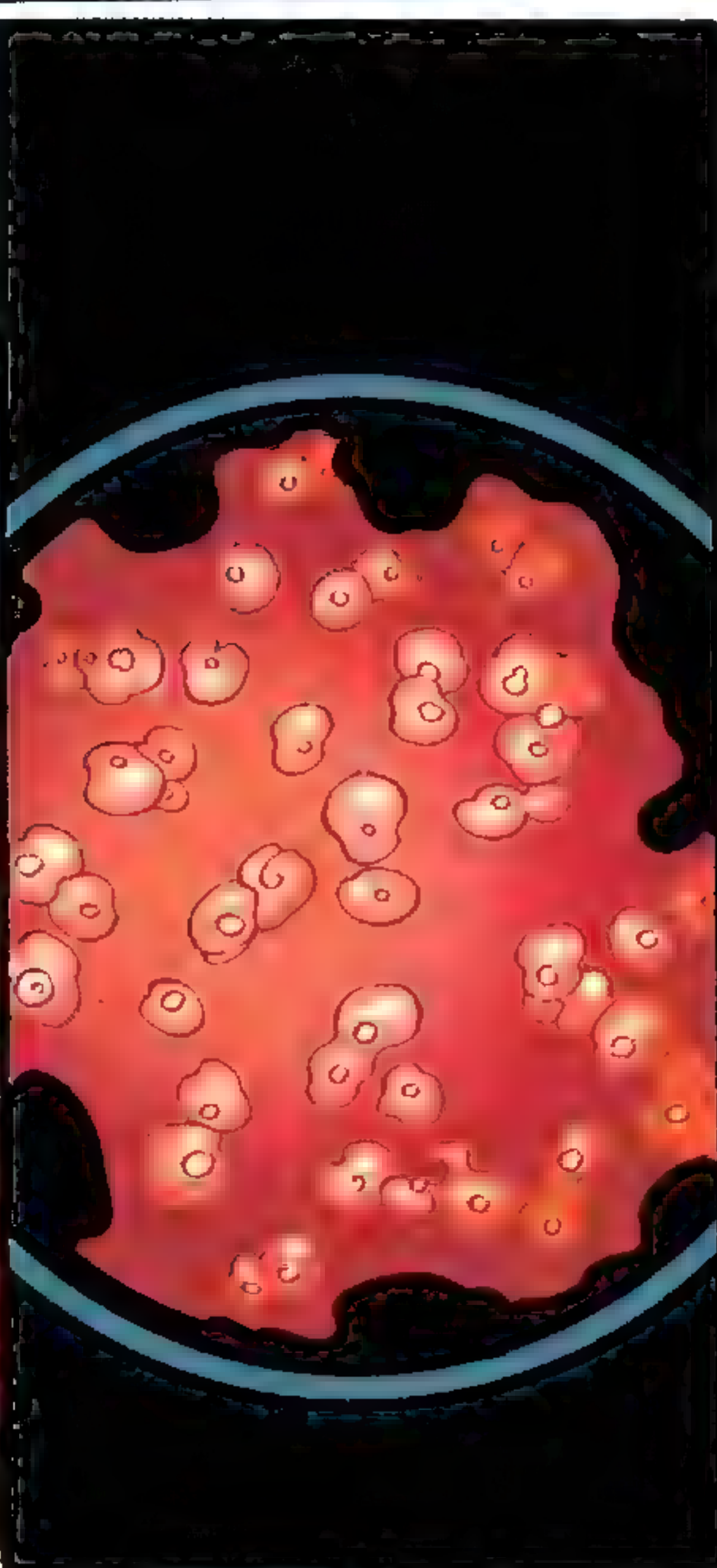
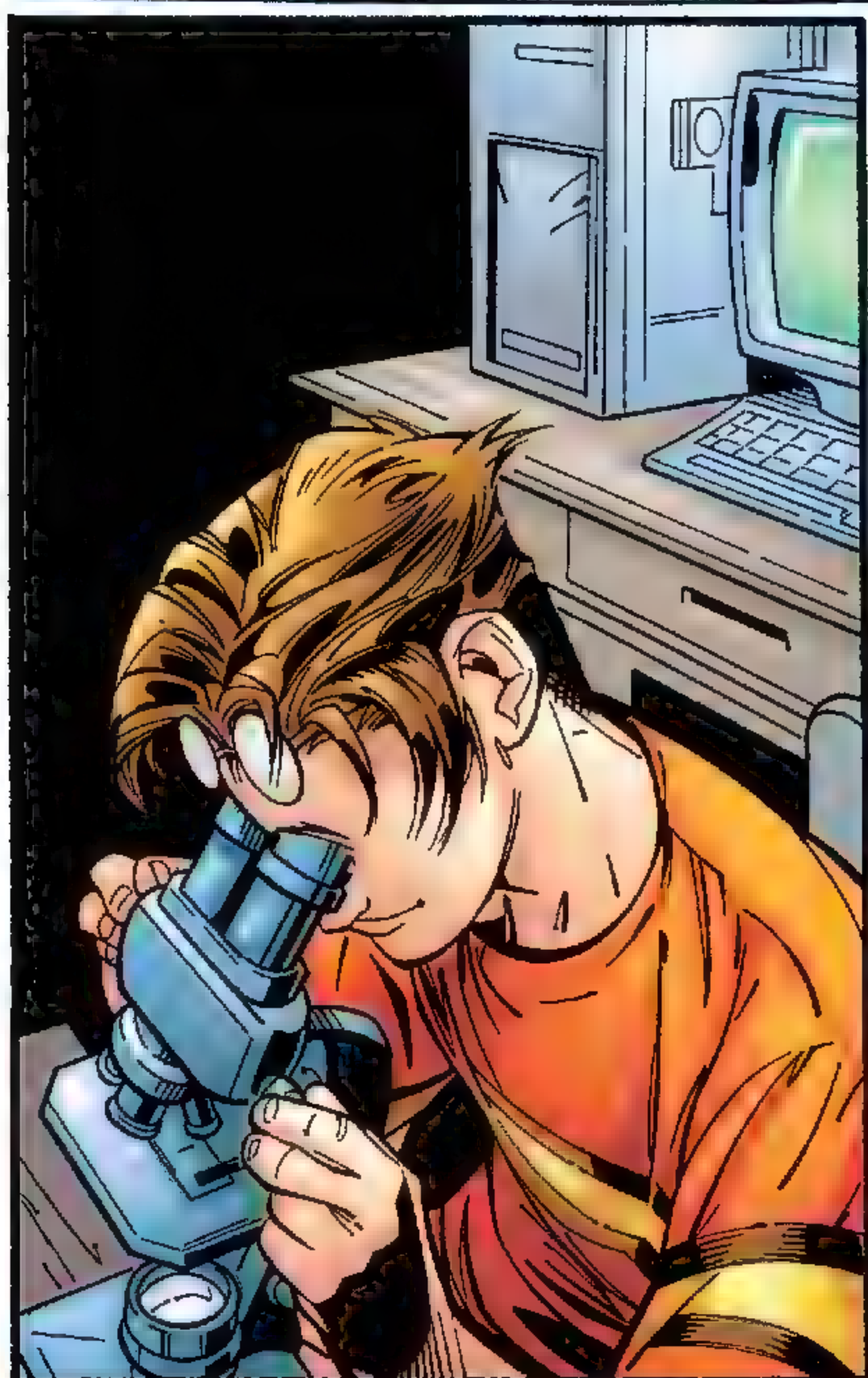
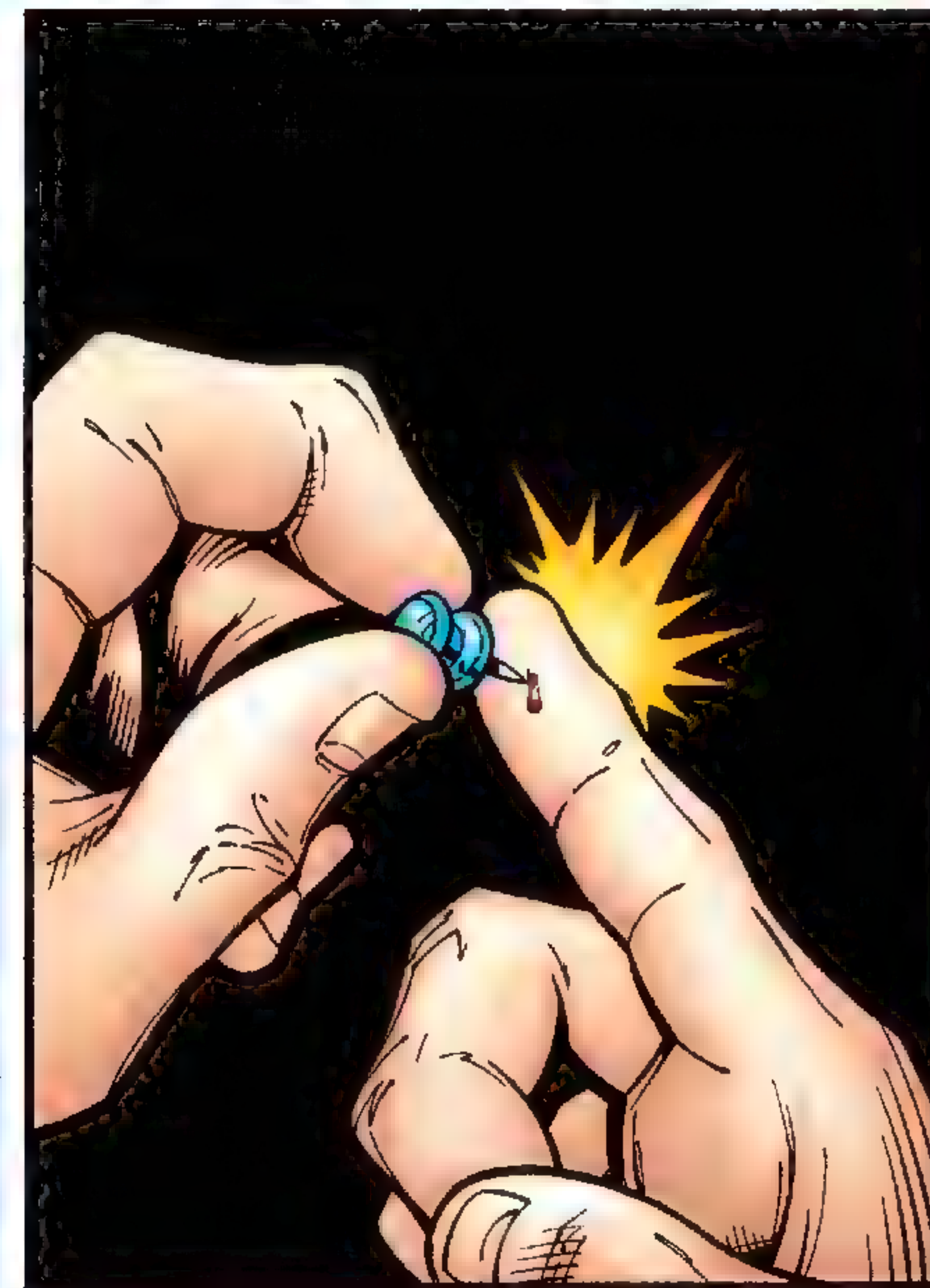
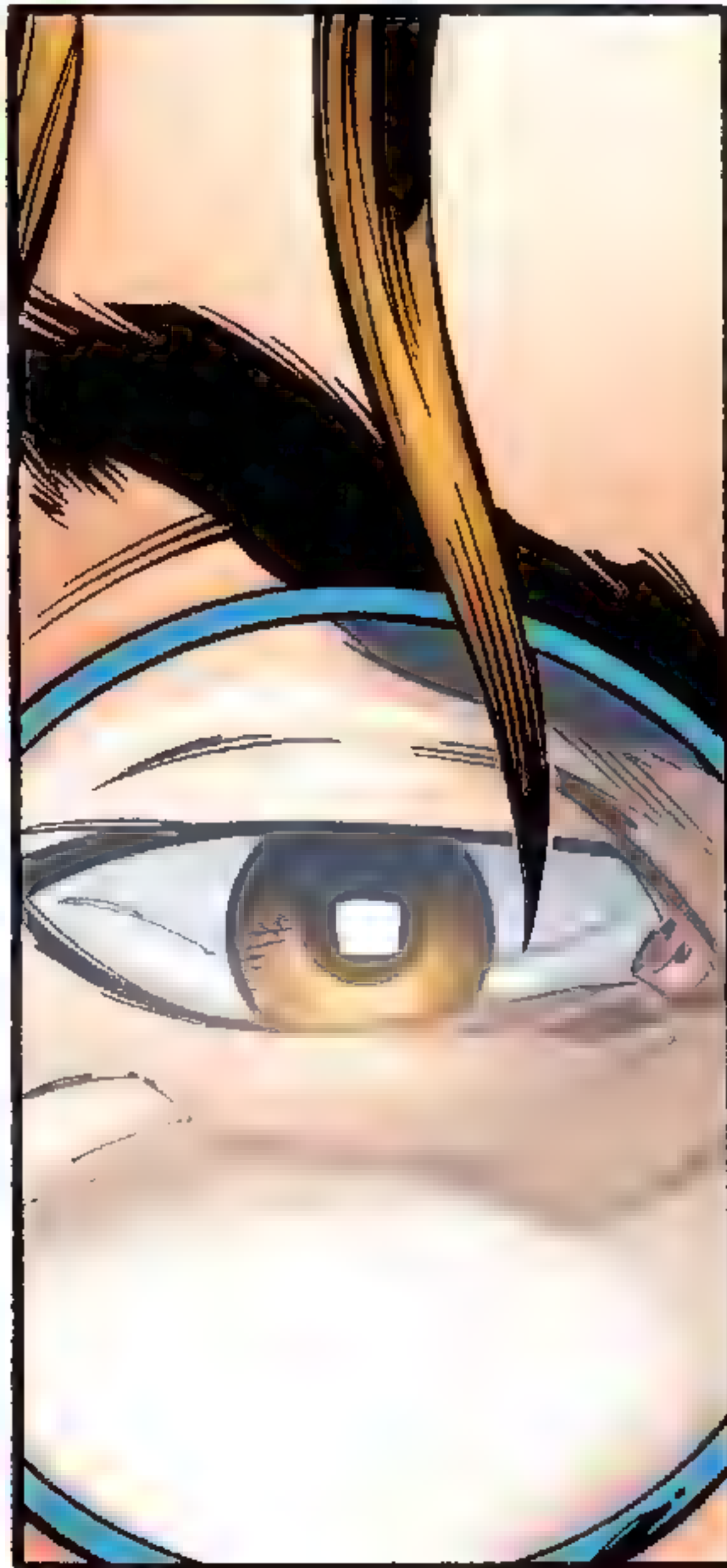
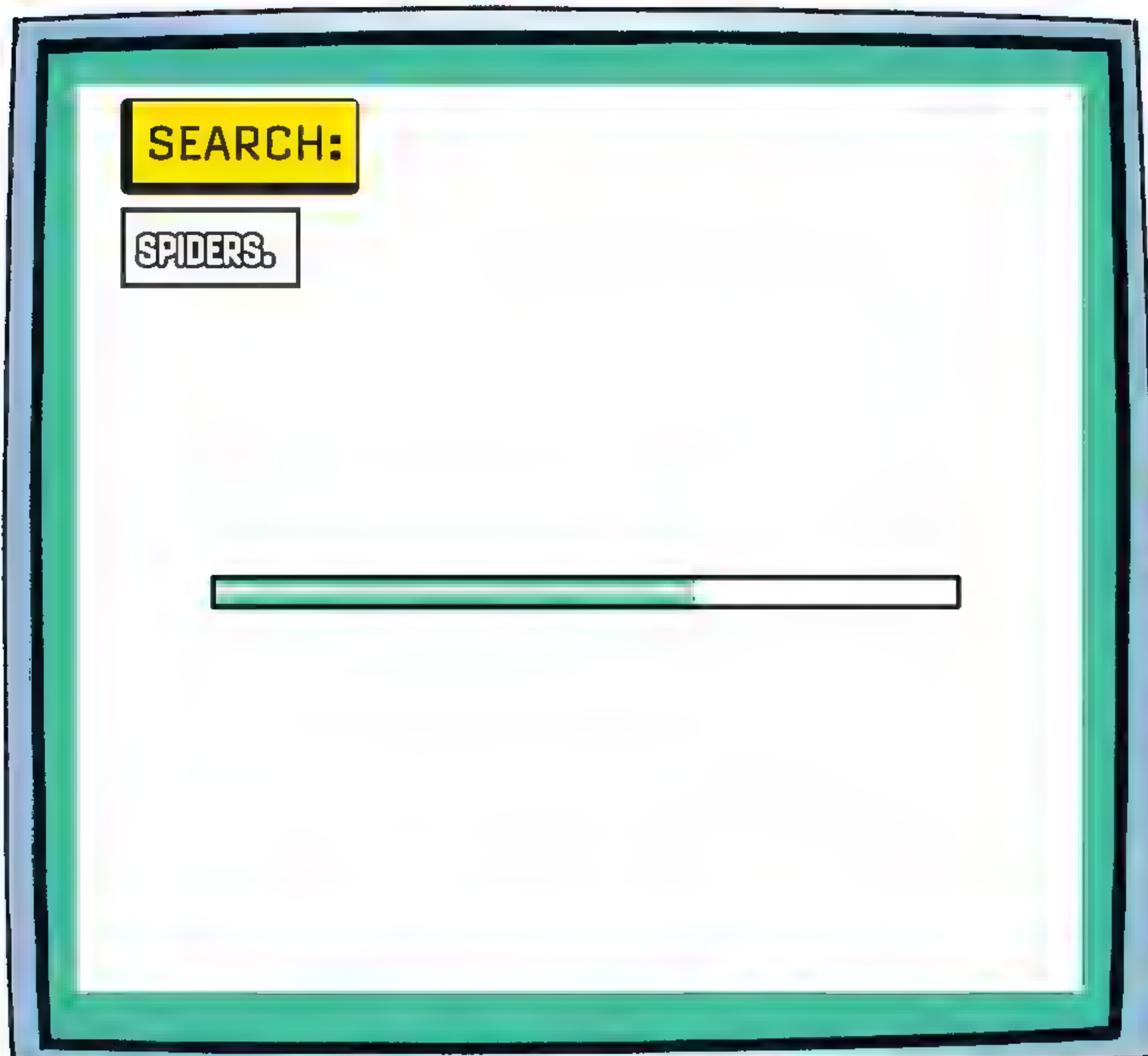
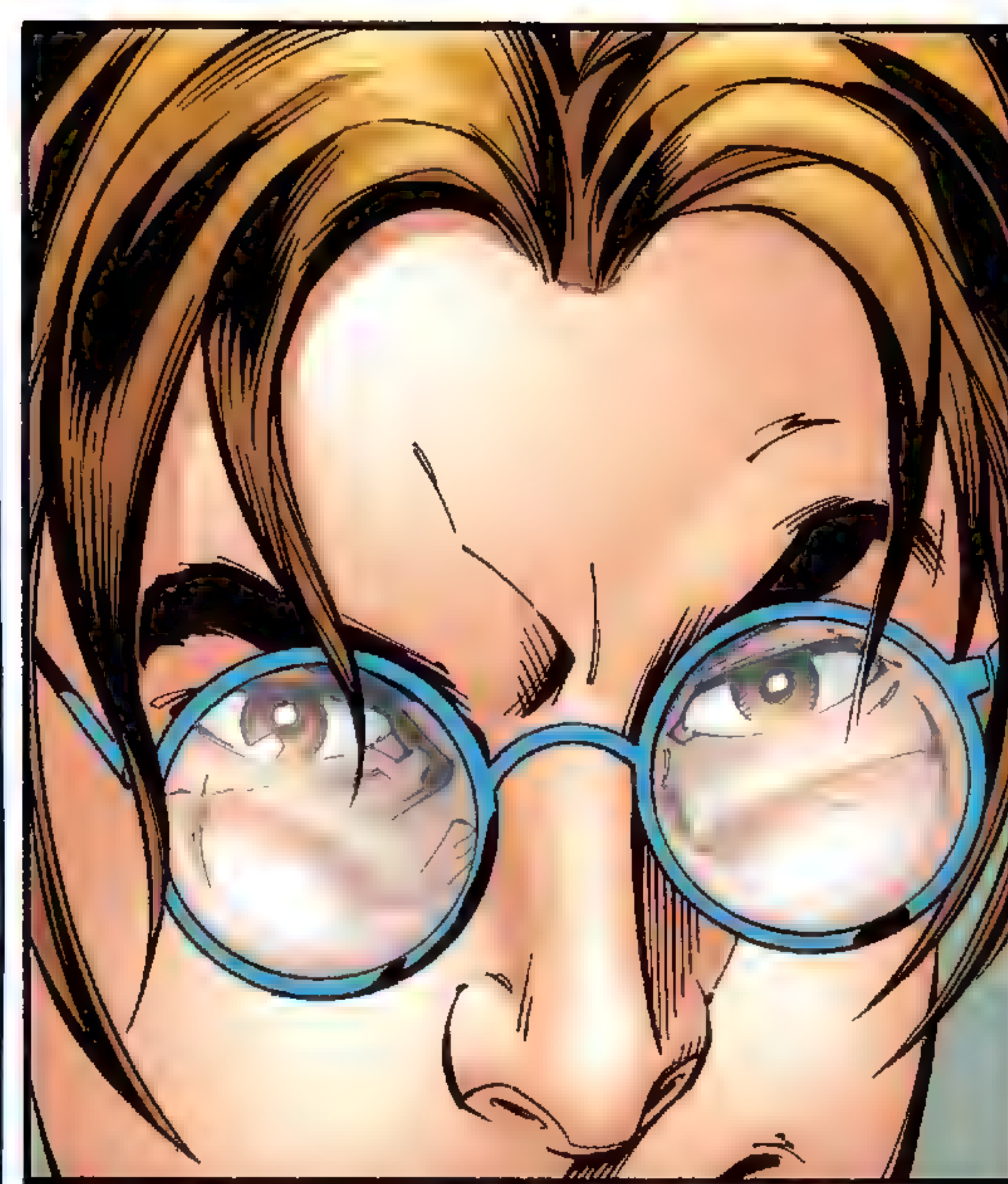
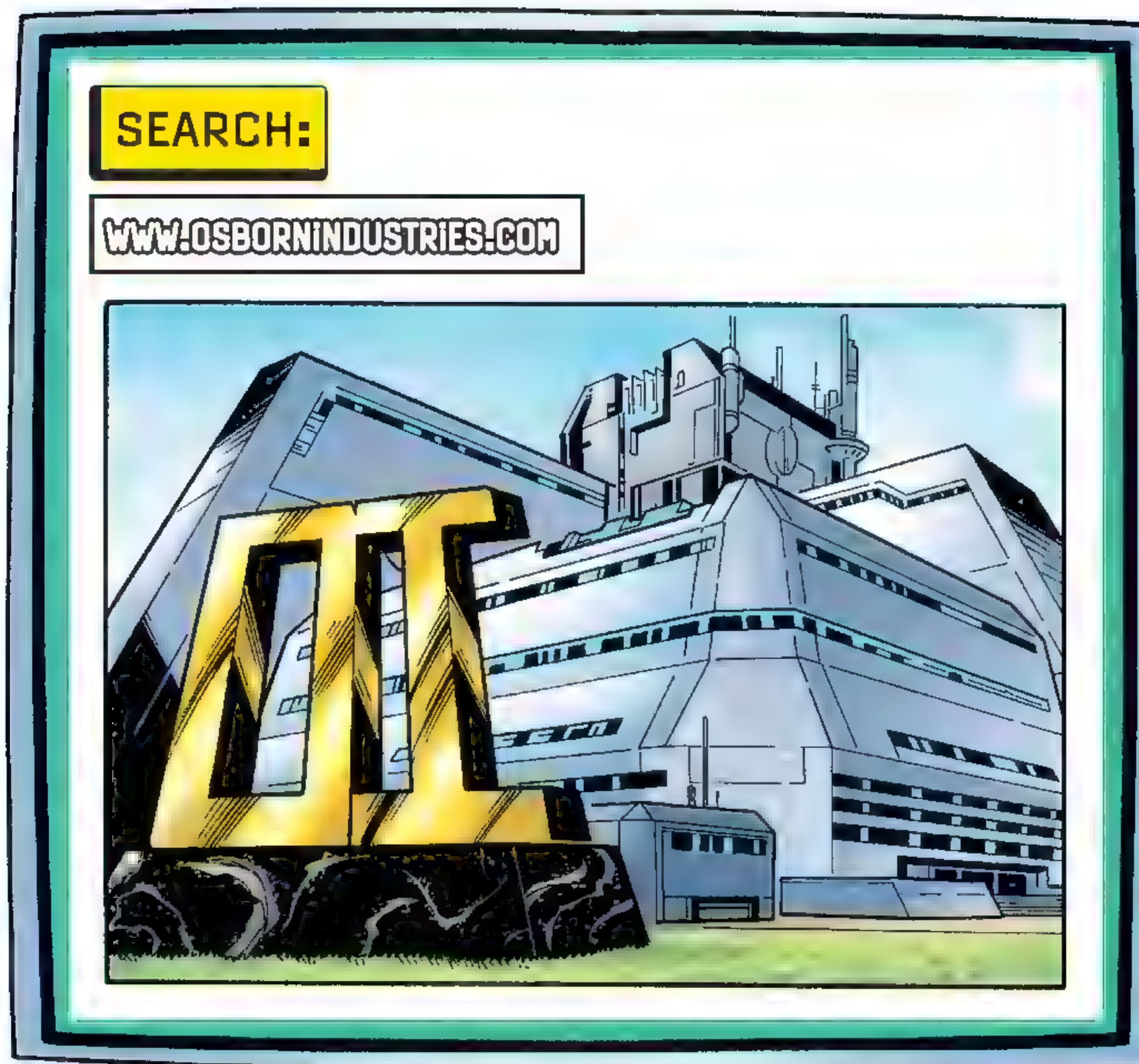






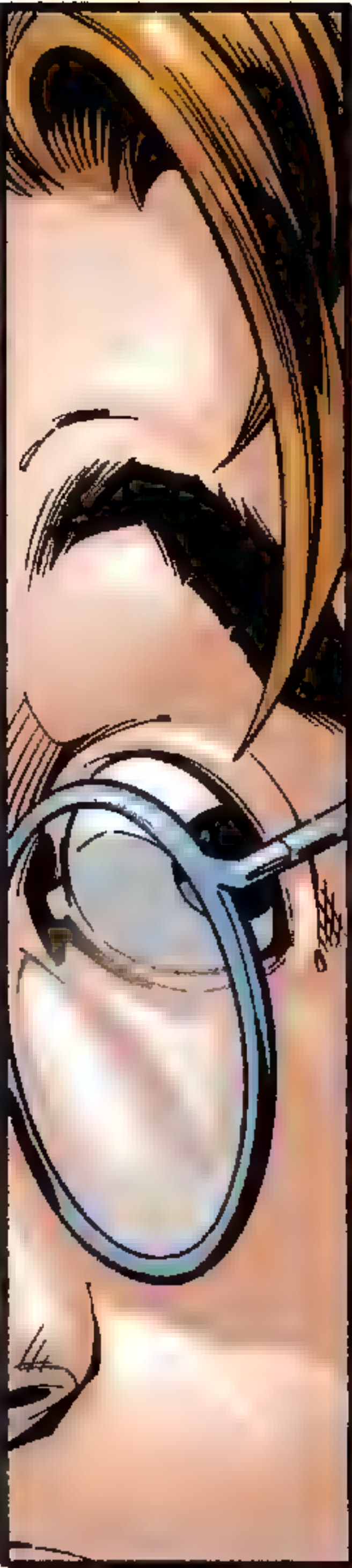








PETER,
GET UP
HERE.
NOW!

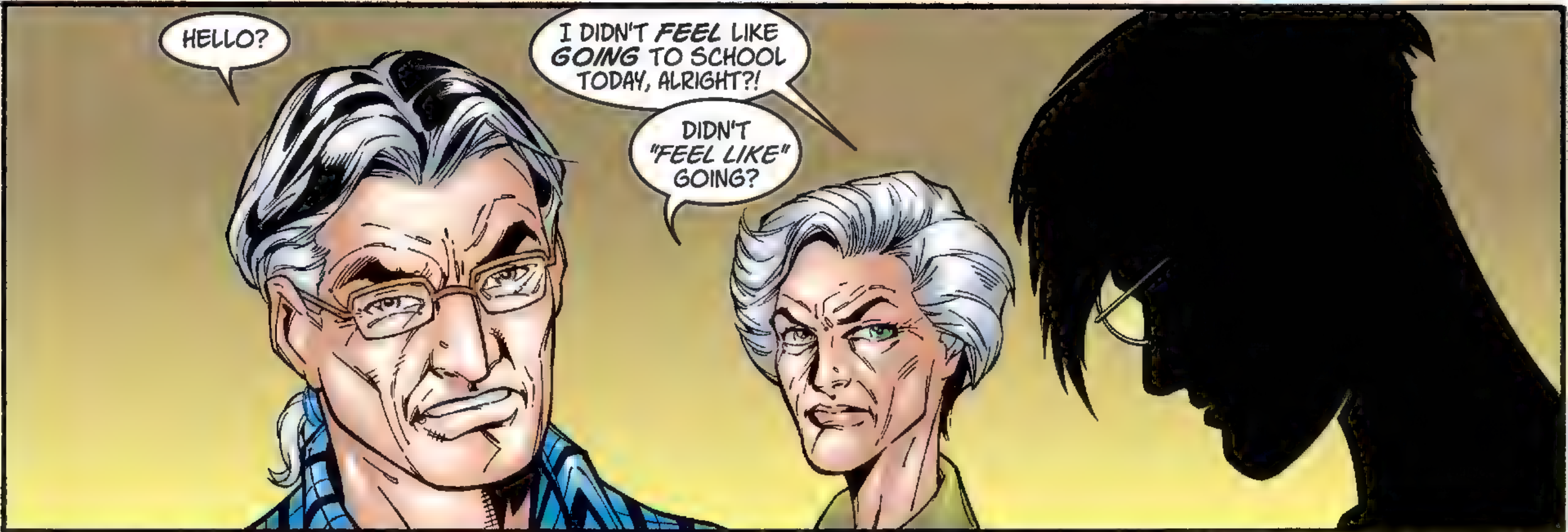
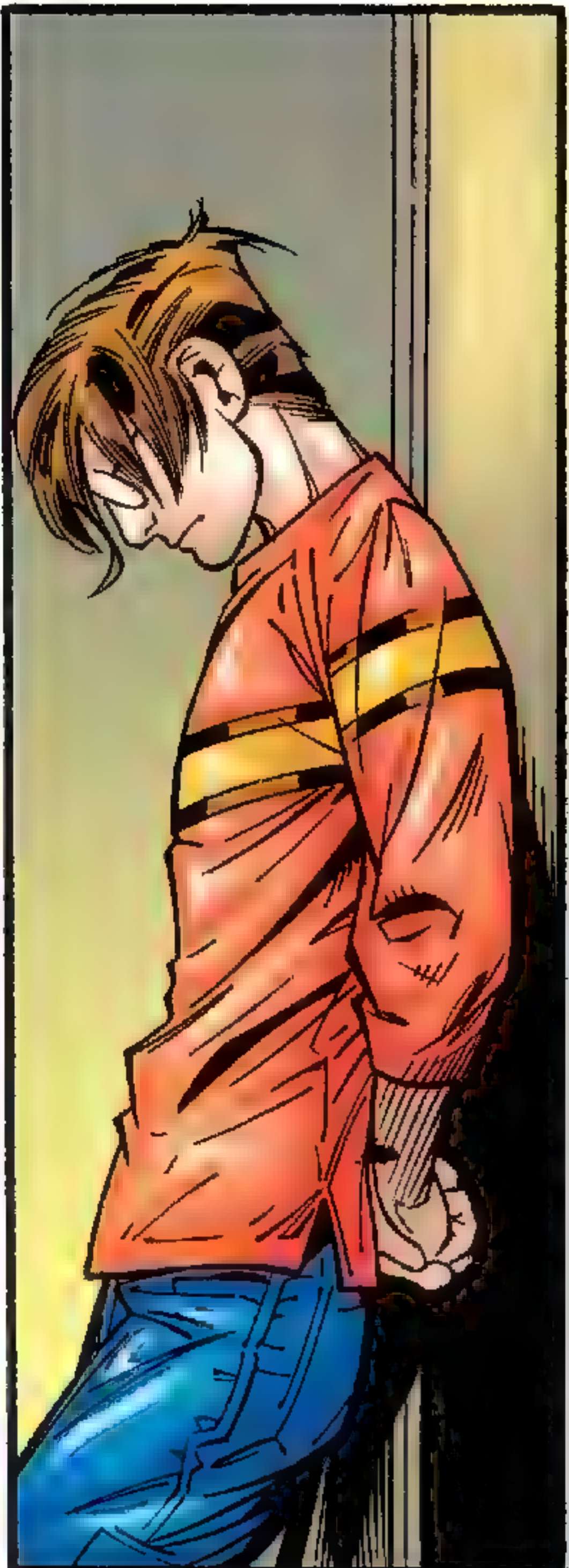


SO I GET A CALL
AT WORK, AND-AND THE
PRINCIPALS OFFICE SAYS
THAT HE DIDN'T EVEN
GO TO SCHOOL
TODAY.

WHERE HAVE
YOU BEEN ALL
DAY, PETER?

I WAS
IN MY
LAB.

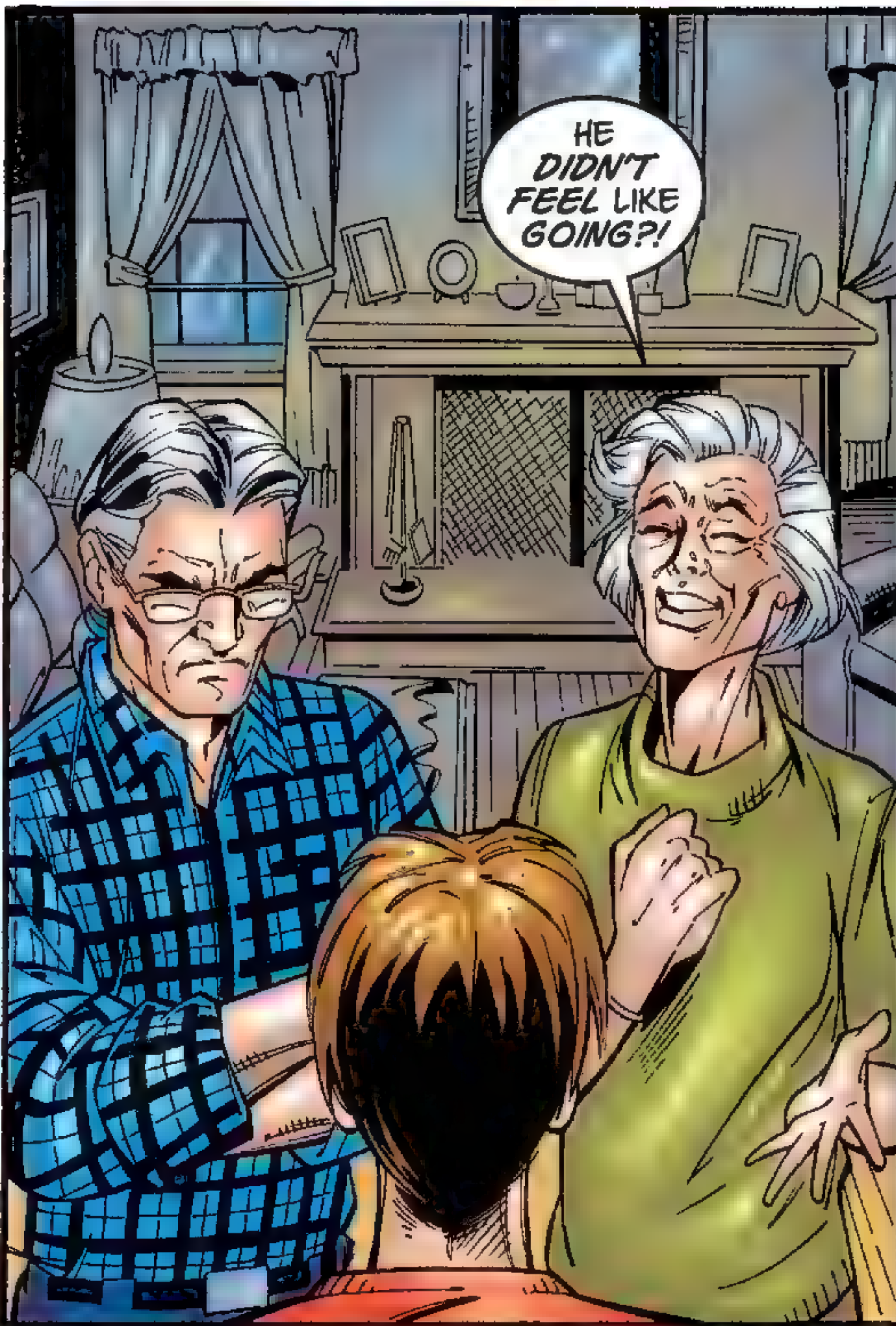
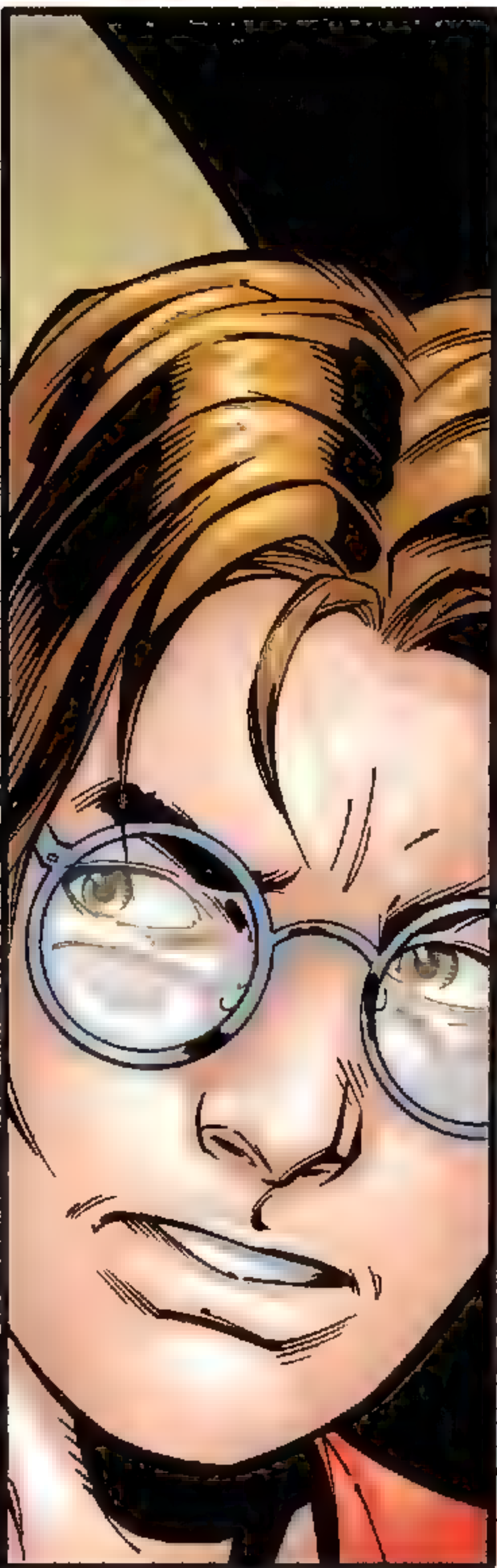
WHAT
WERE YOU
DOING?



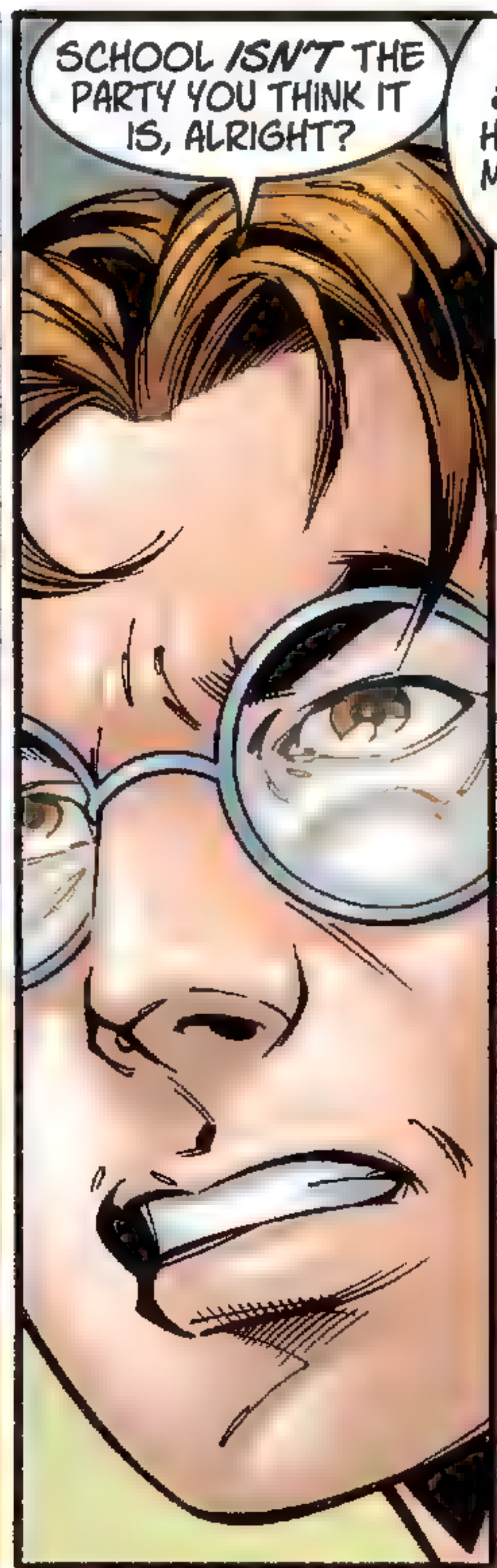
HELLO?

I DIDN'T *FEEL* LIKE
GOING TO SCHOOL
TODAY, ALRIGHT?!

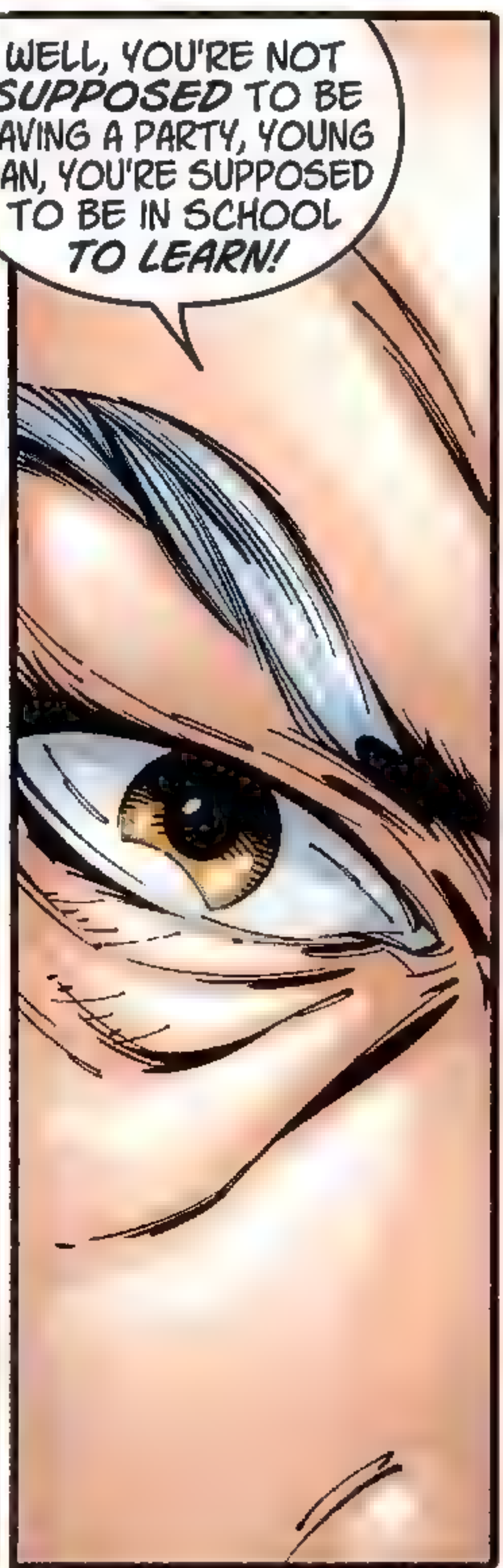
DIDN'T
"FEEL LIKE"
GOING?



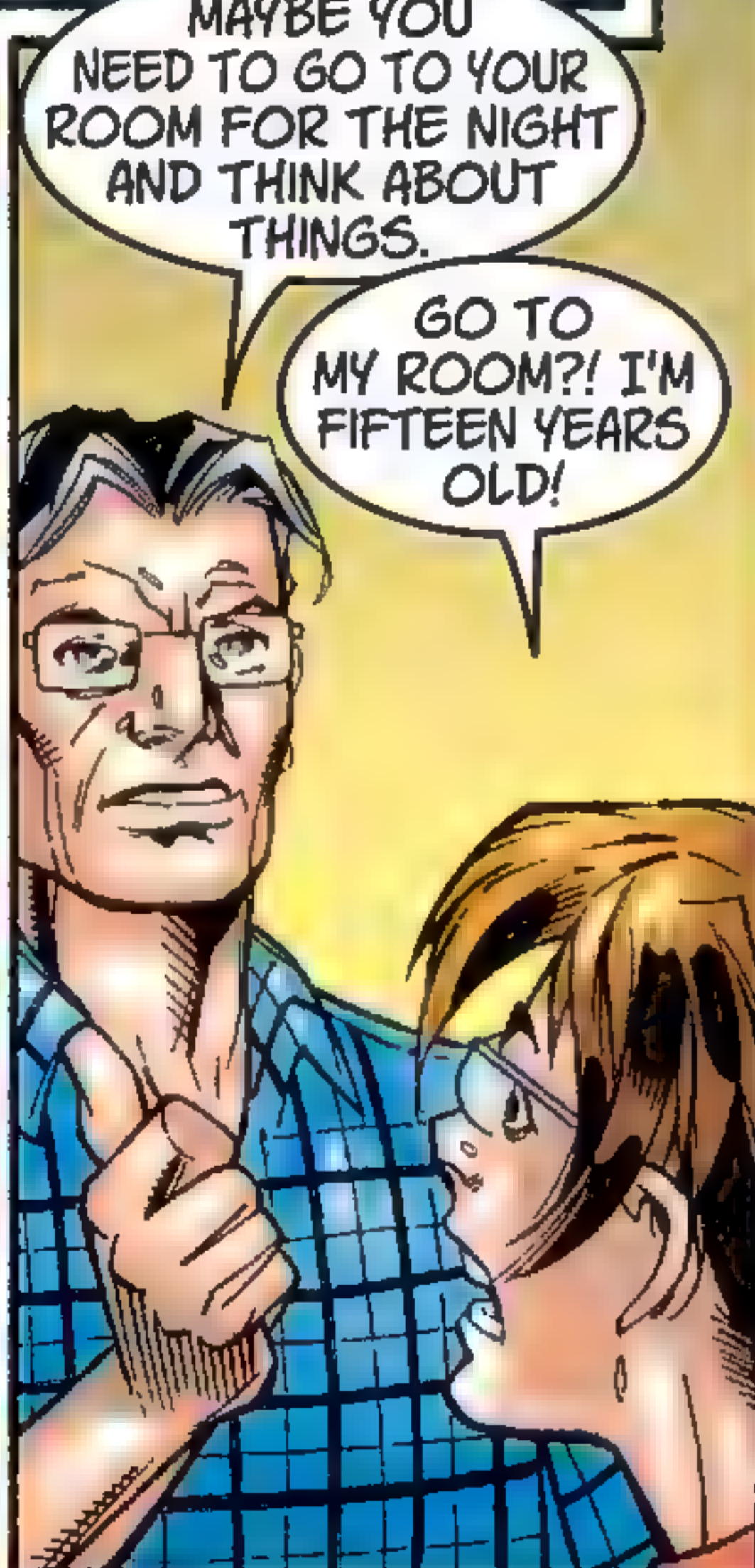
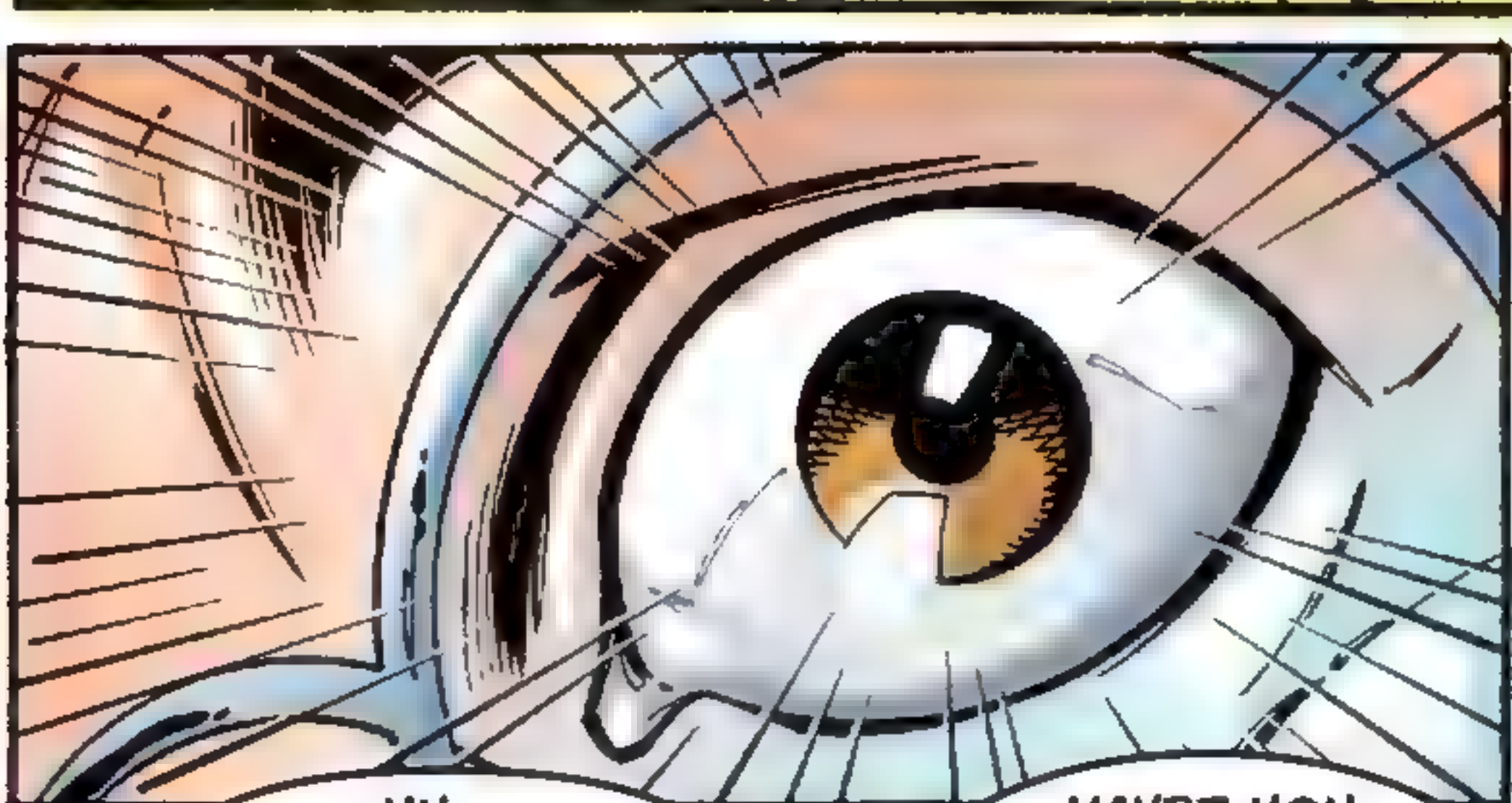
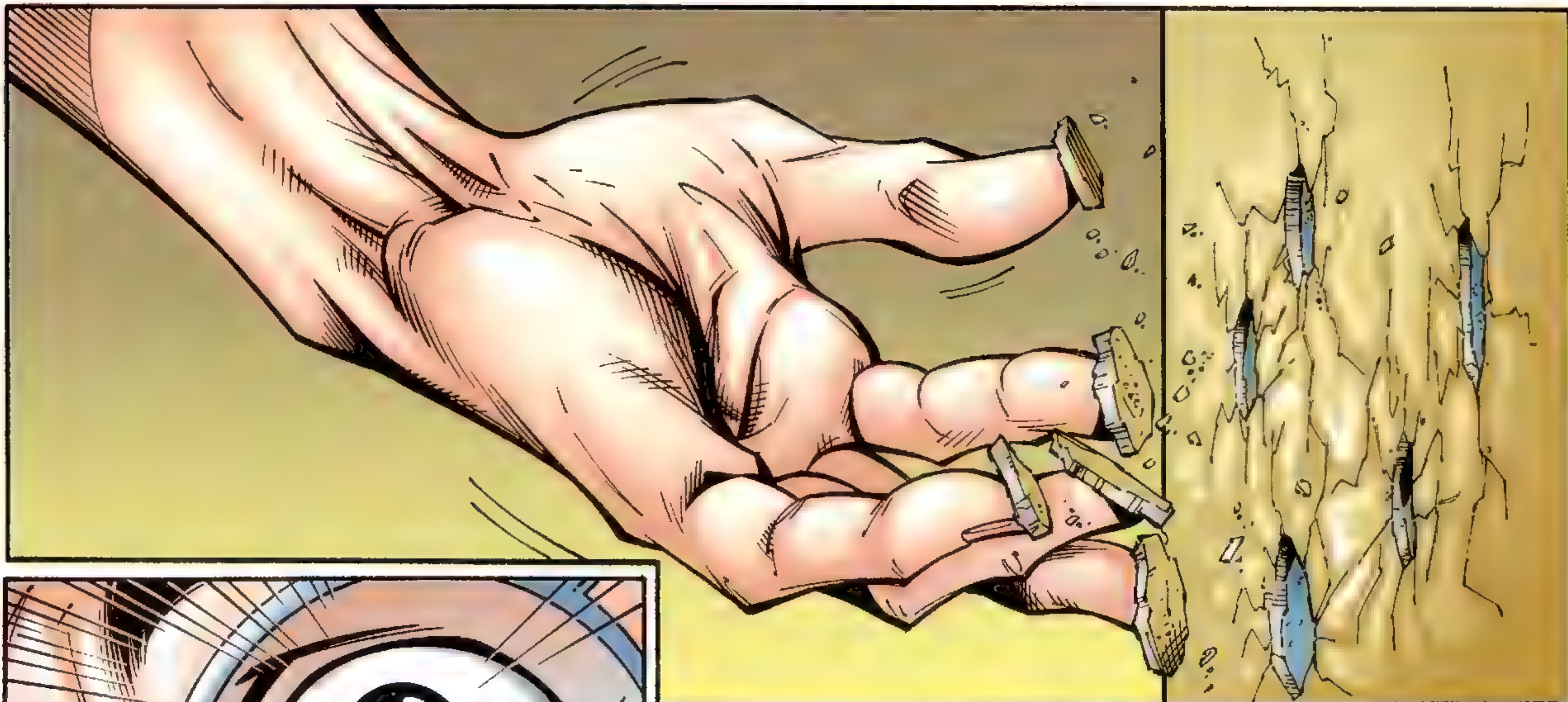
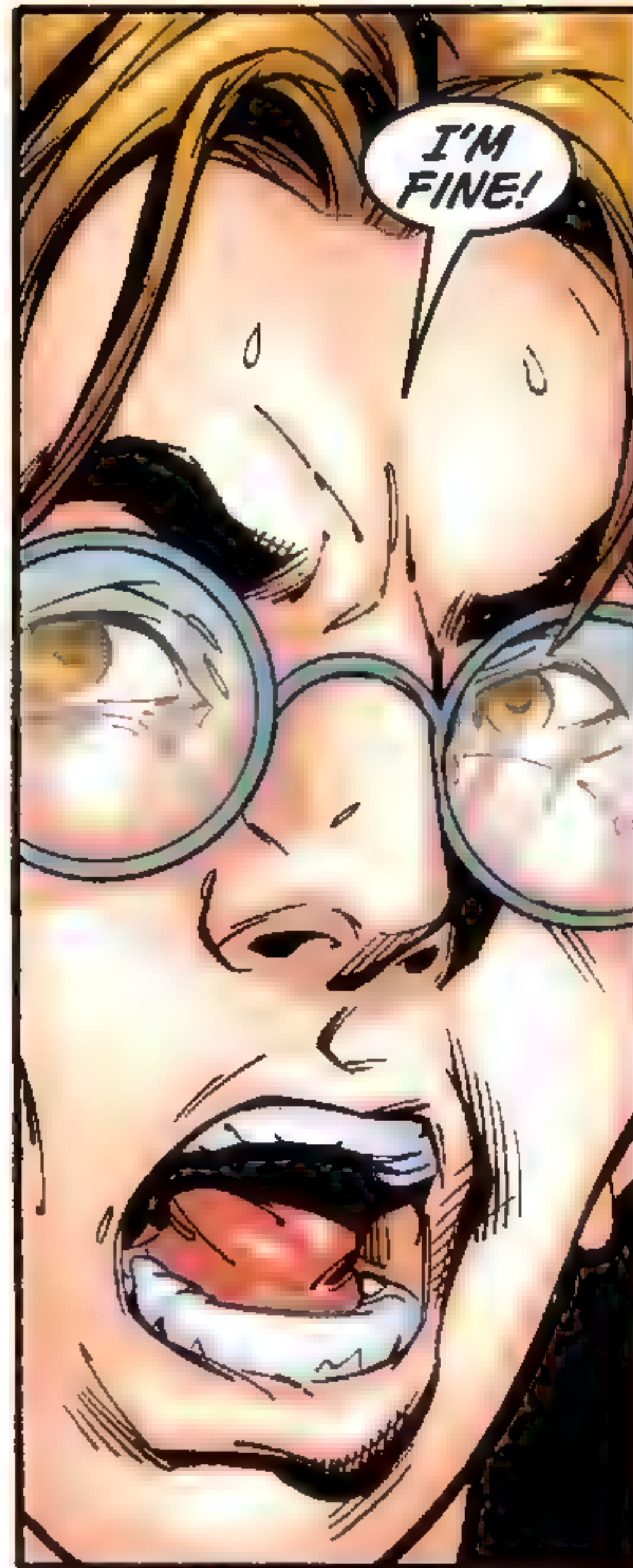
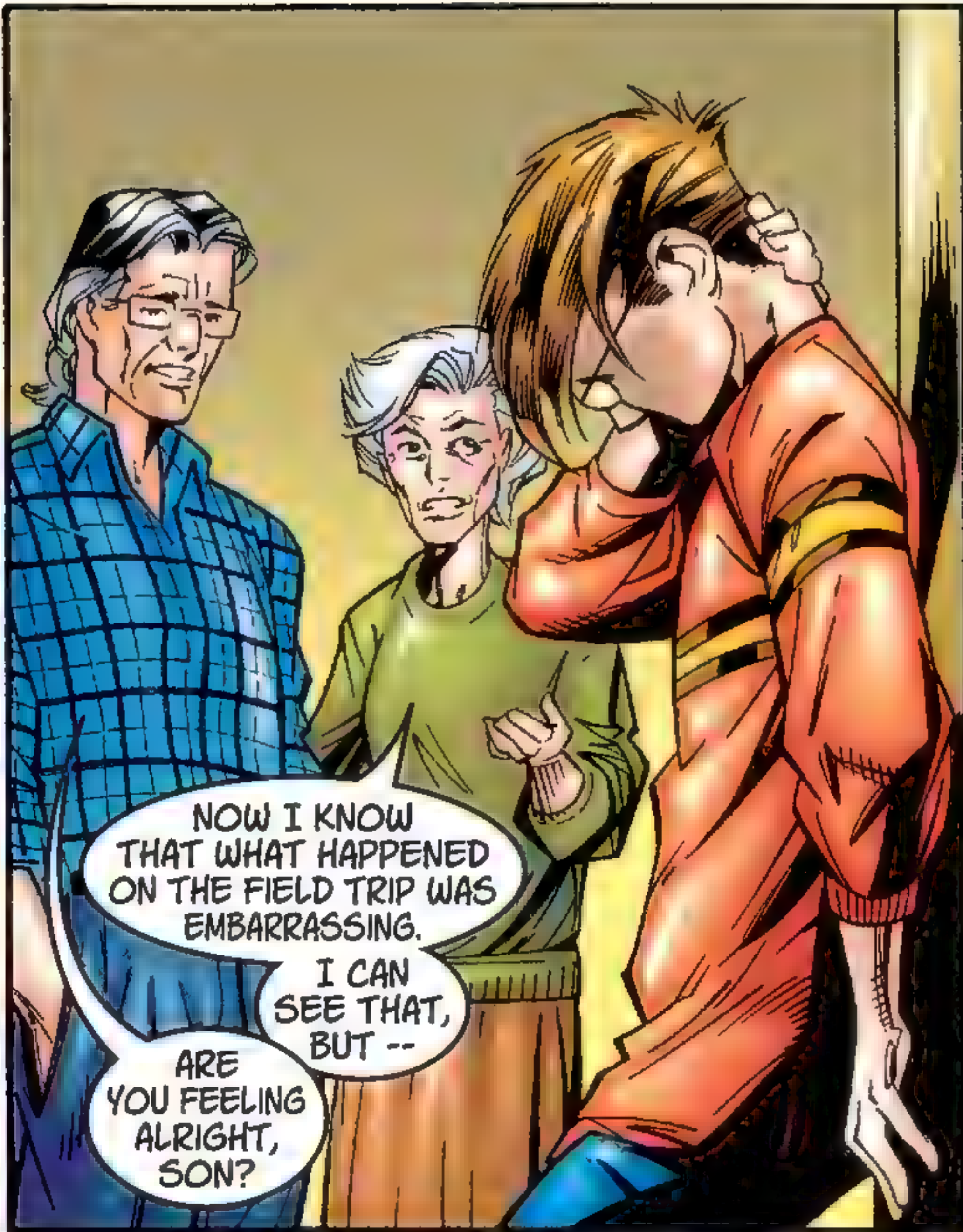
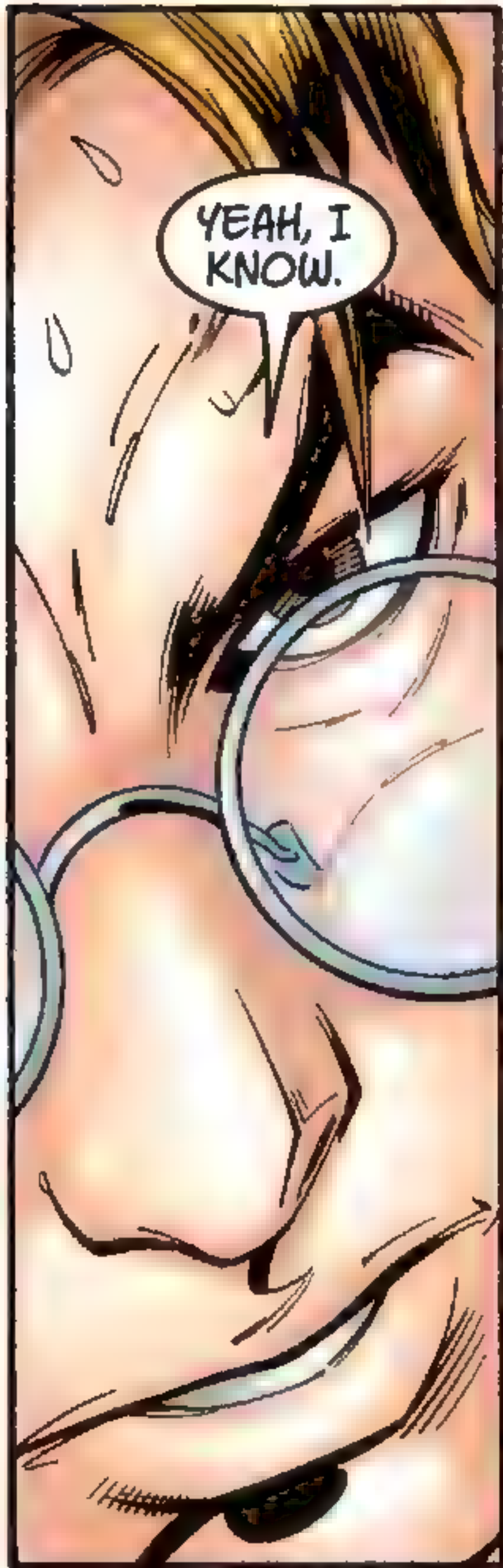
HE
DIDN'T
FEEL LIKE
GOING?!

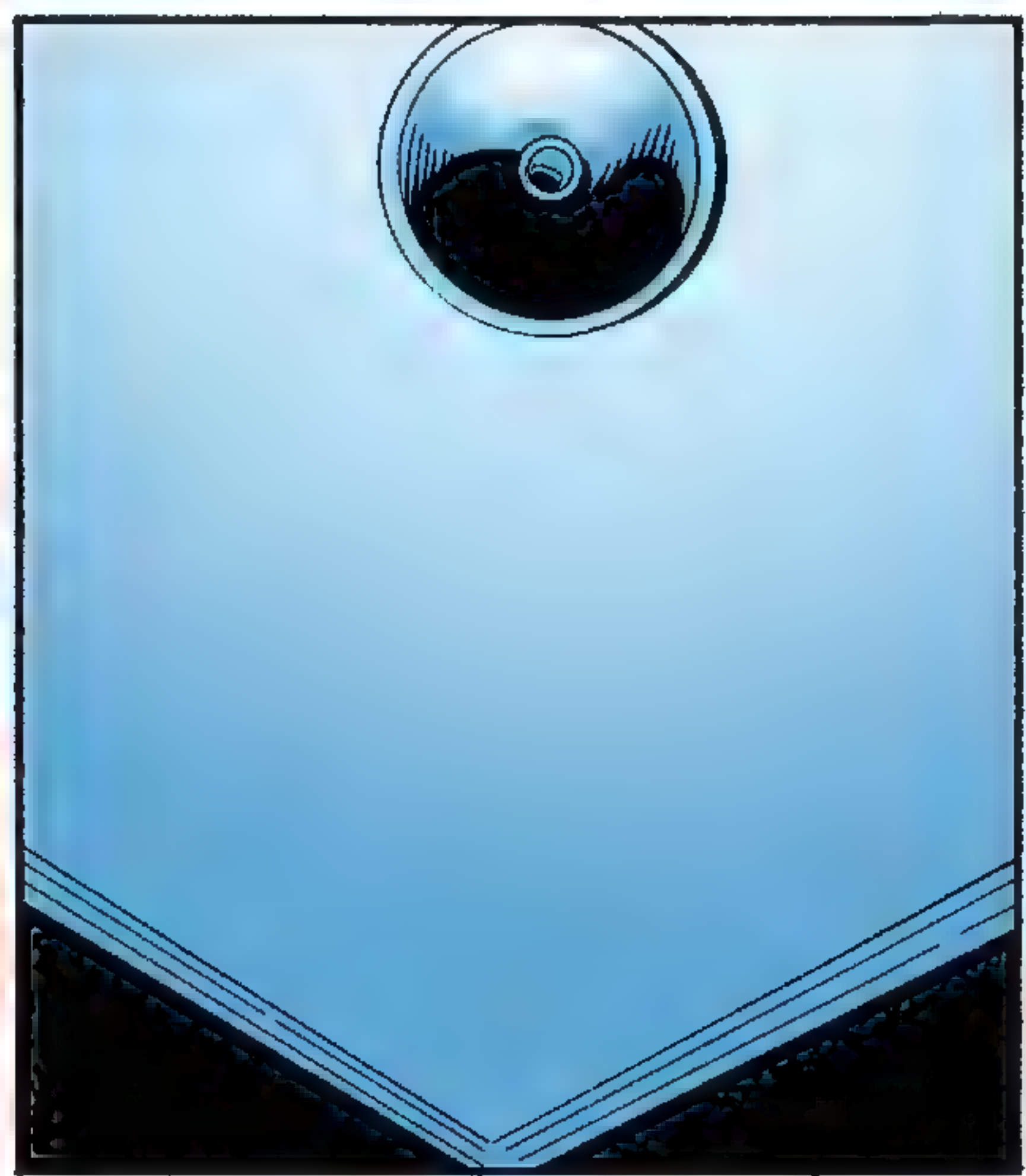
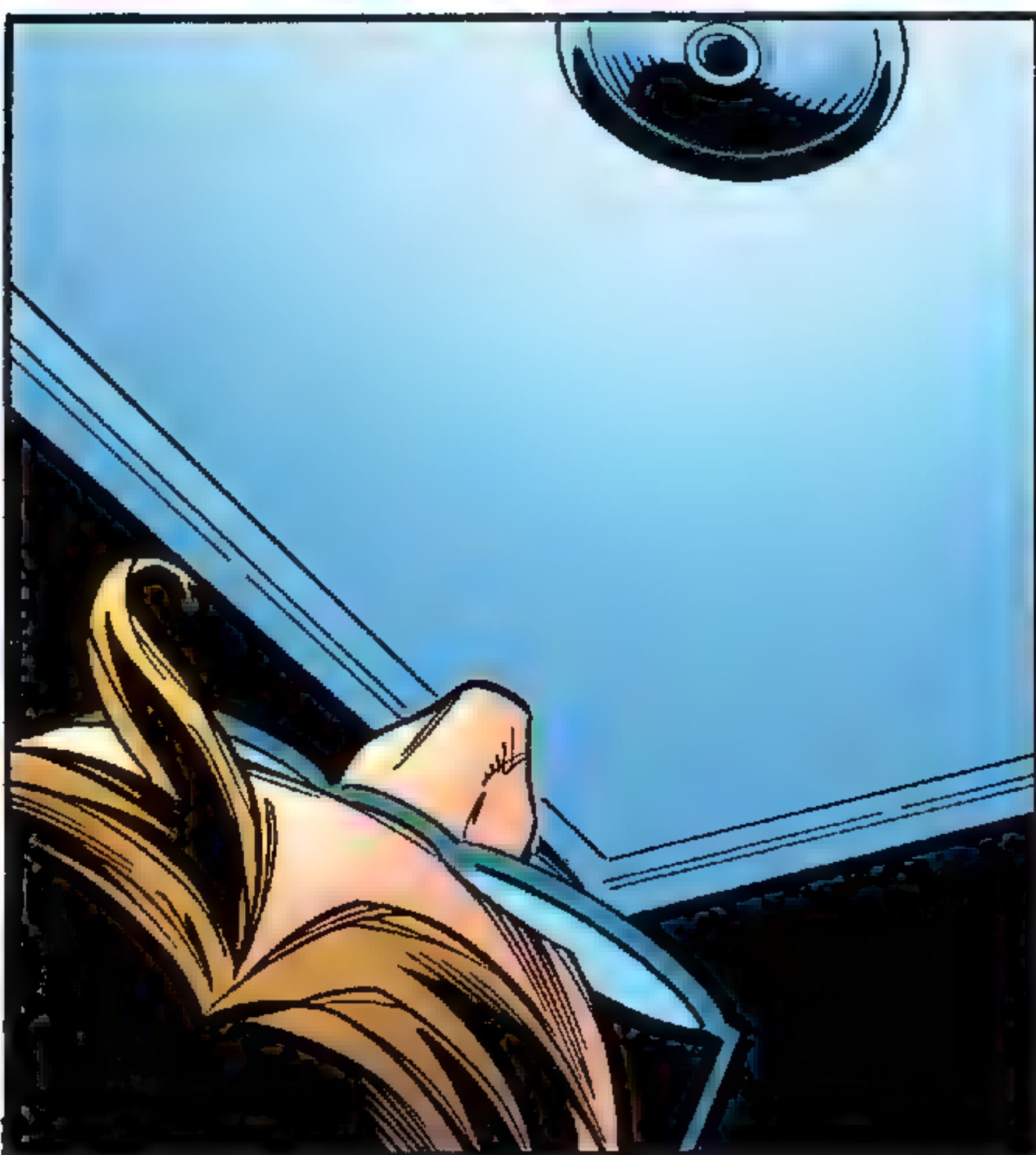
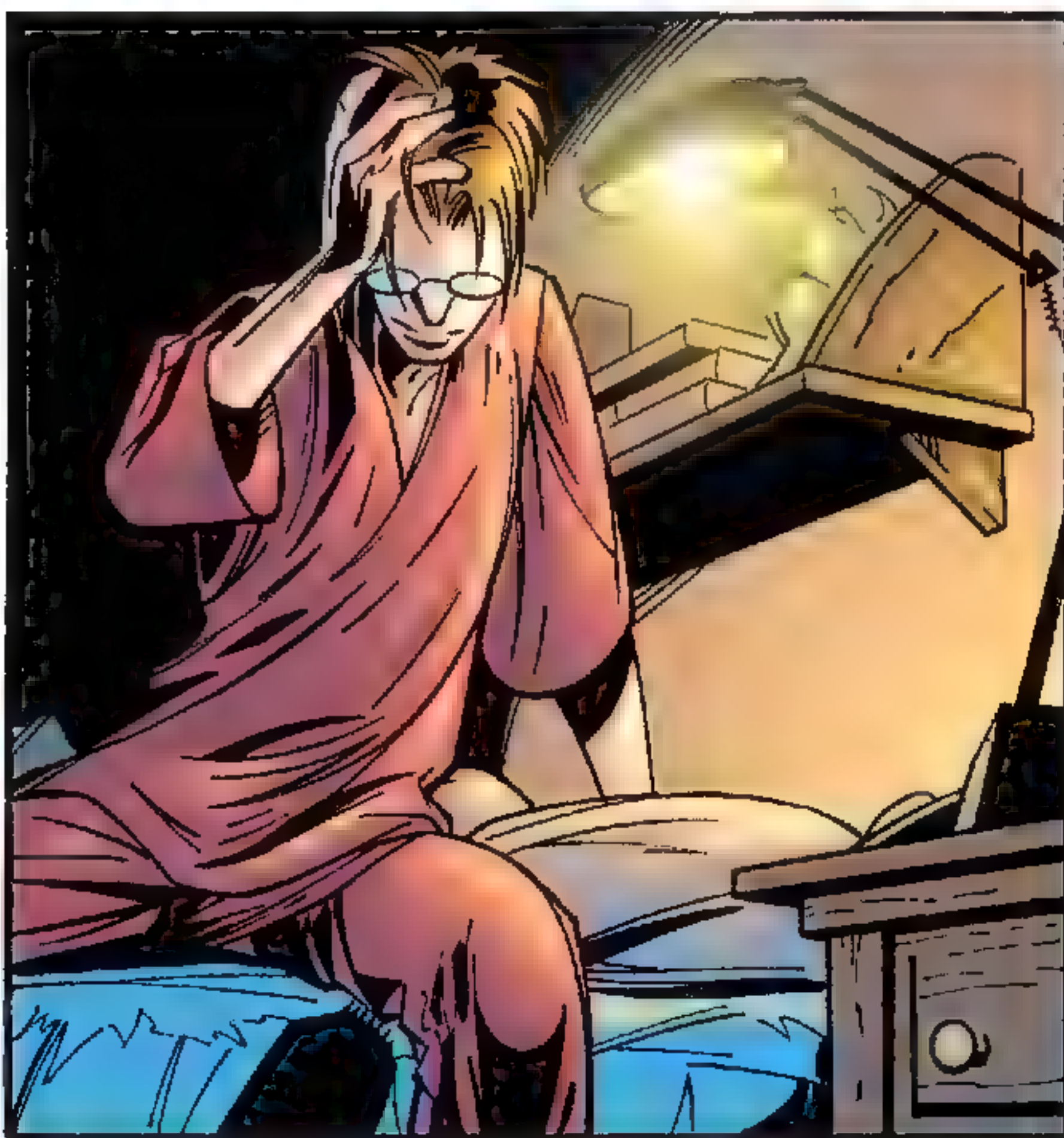
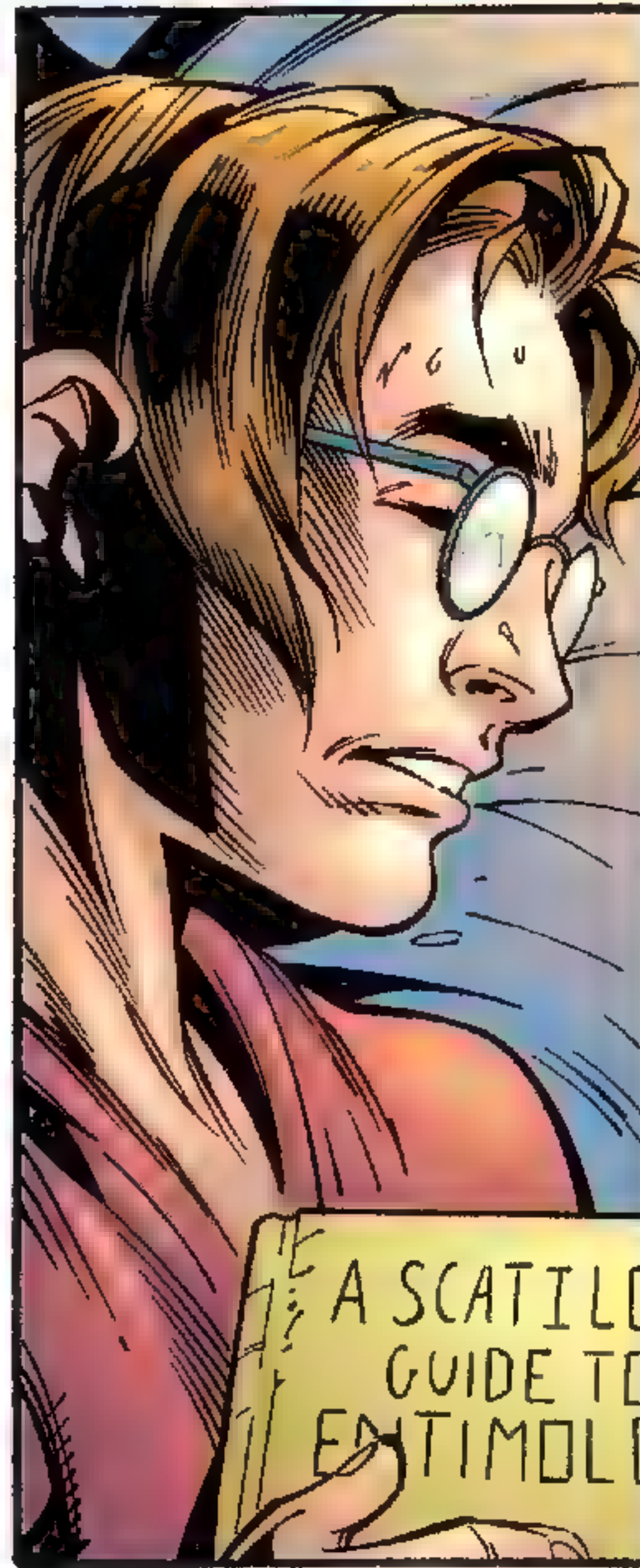
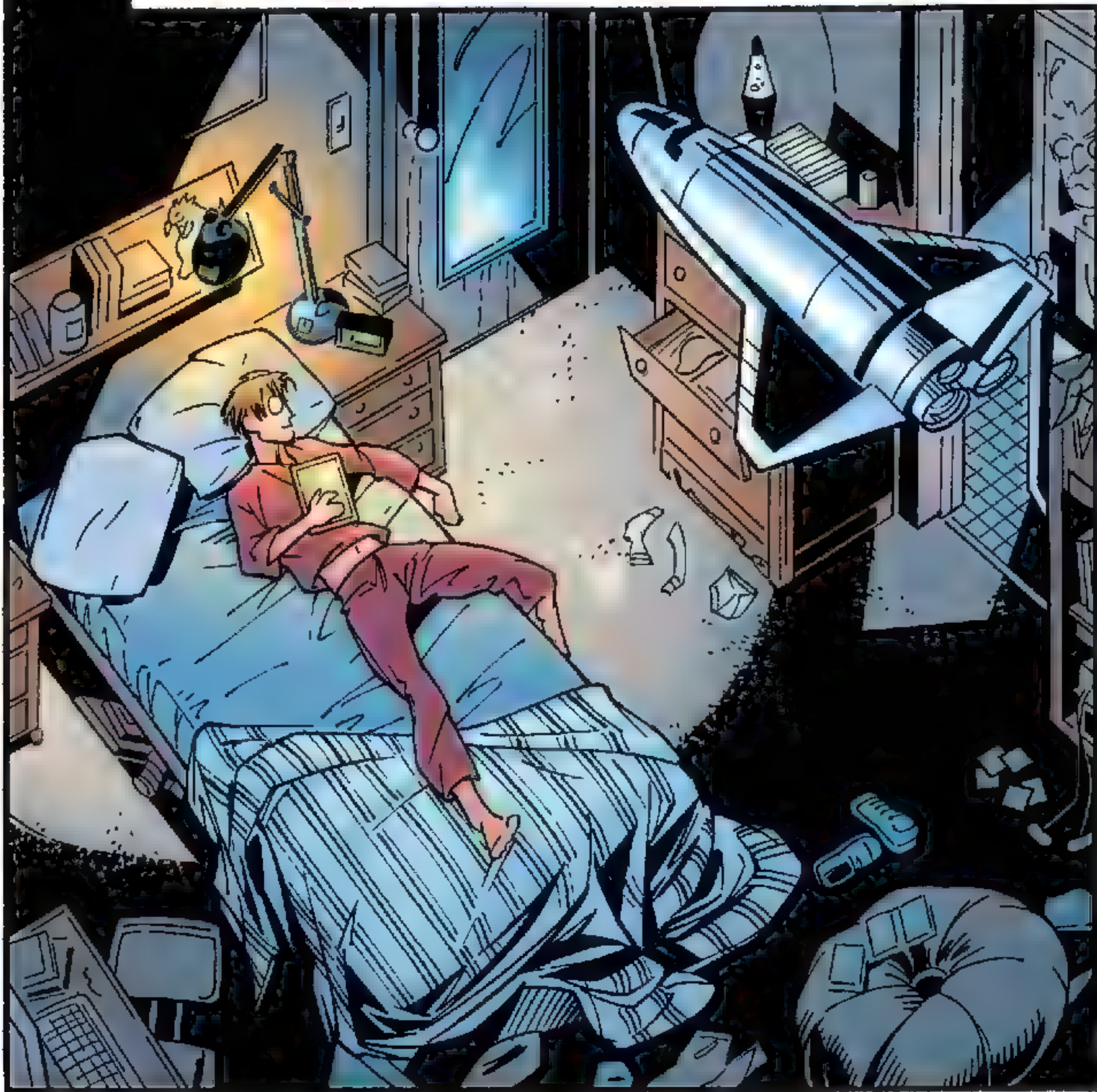


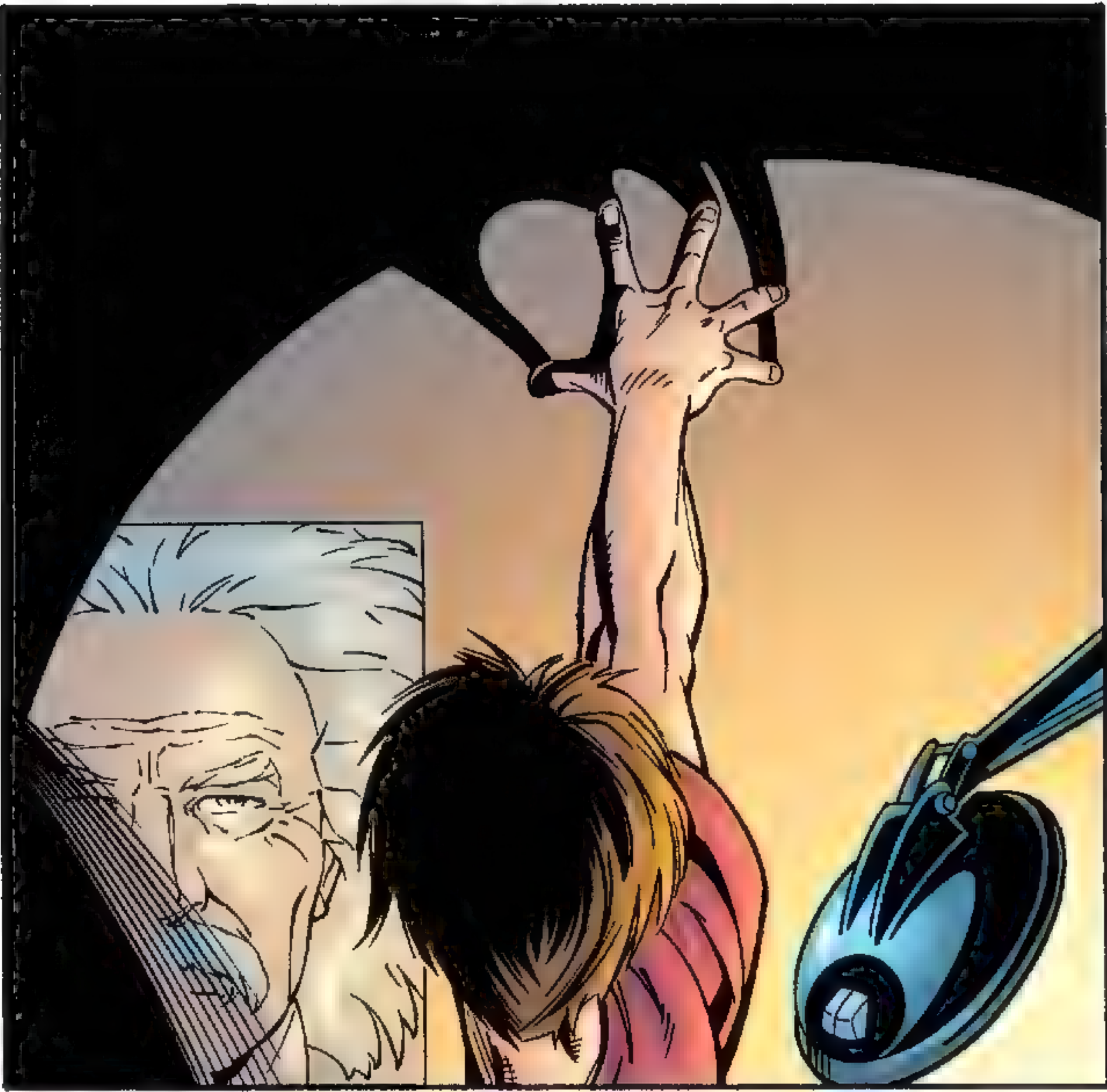
SCHOOL *ISN'T* THE
PARTY YOU THINK IT
IS, ALRIGHT?

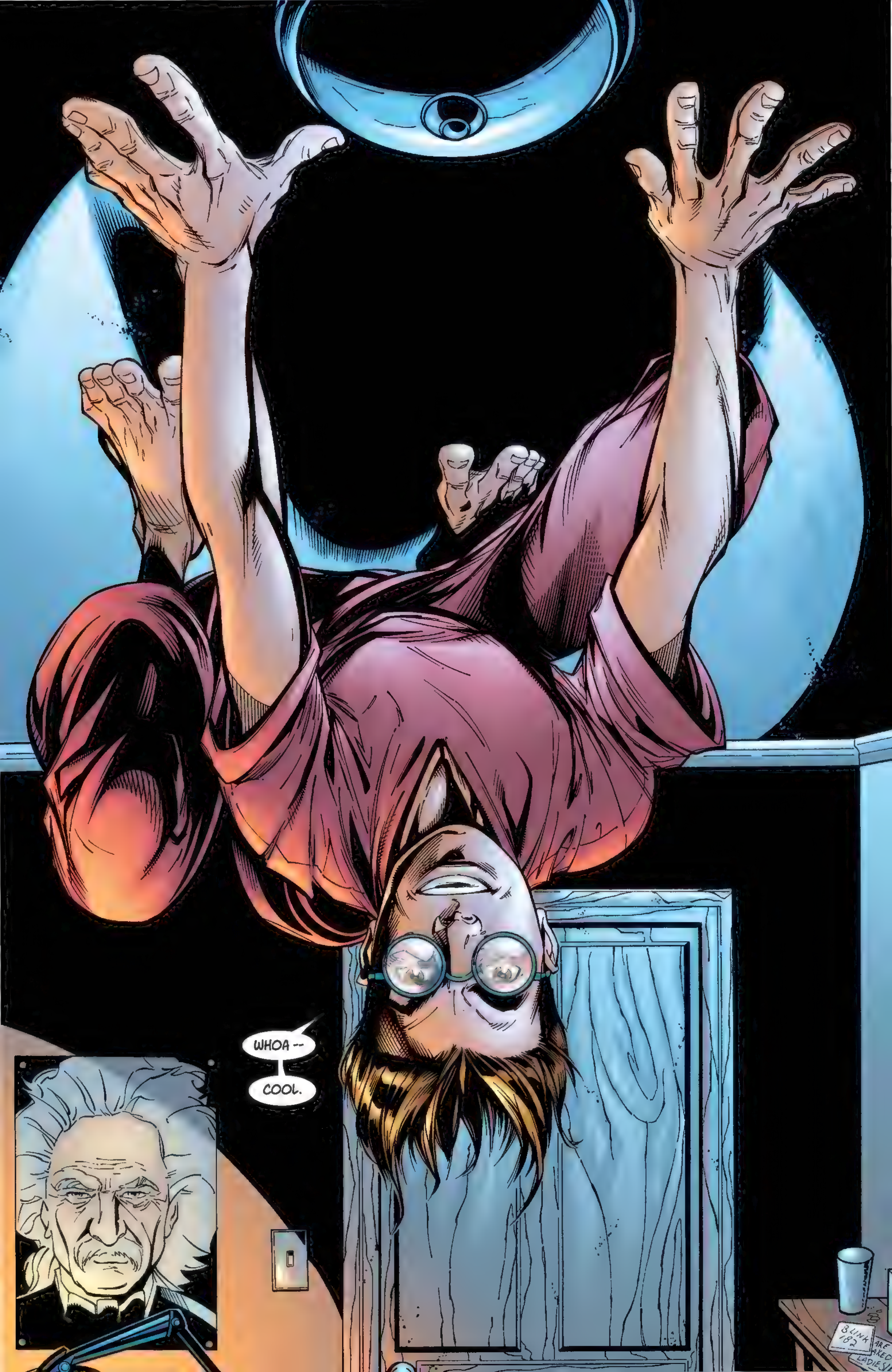


WELL, YOU'RE NOT
SUPPOSED TO BE
HAVING A PARTY, YOUNG
MAN, YOU'RE SUPPOSED
TO BE IN SCHOOL
TO LEARN!







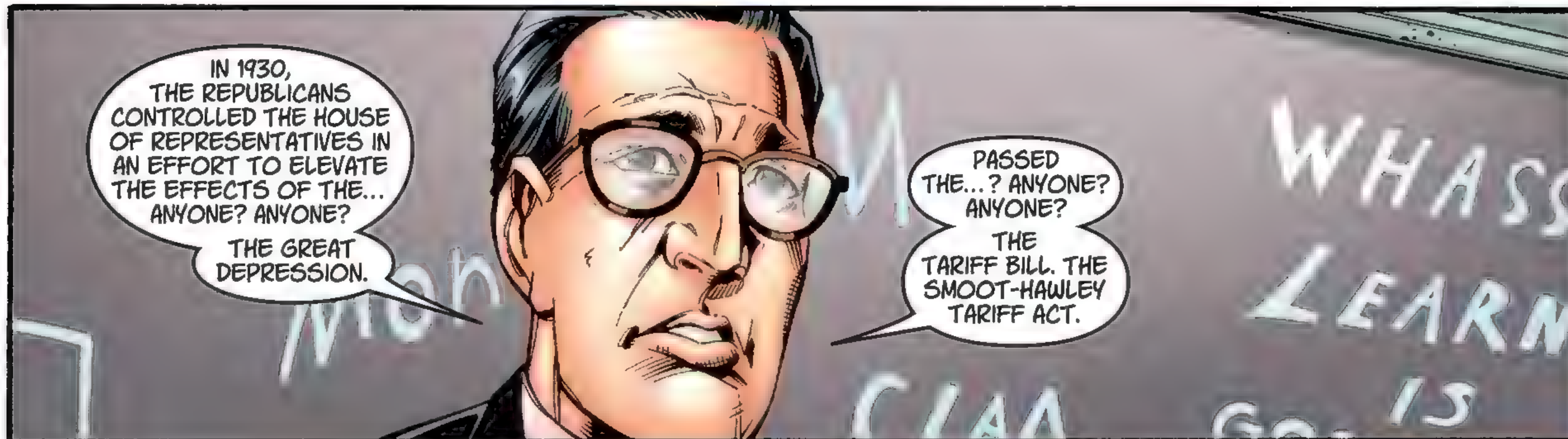


WHOA --
COOL.





2

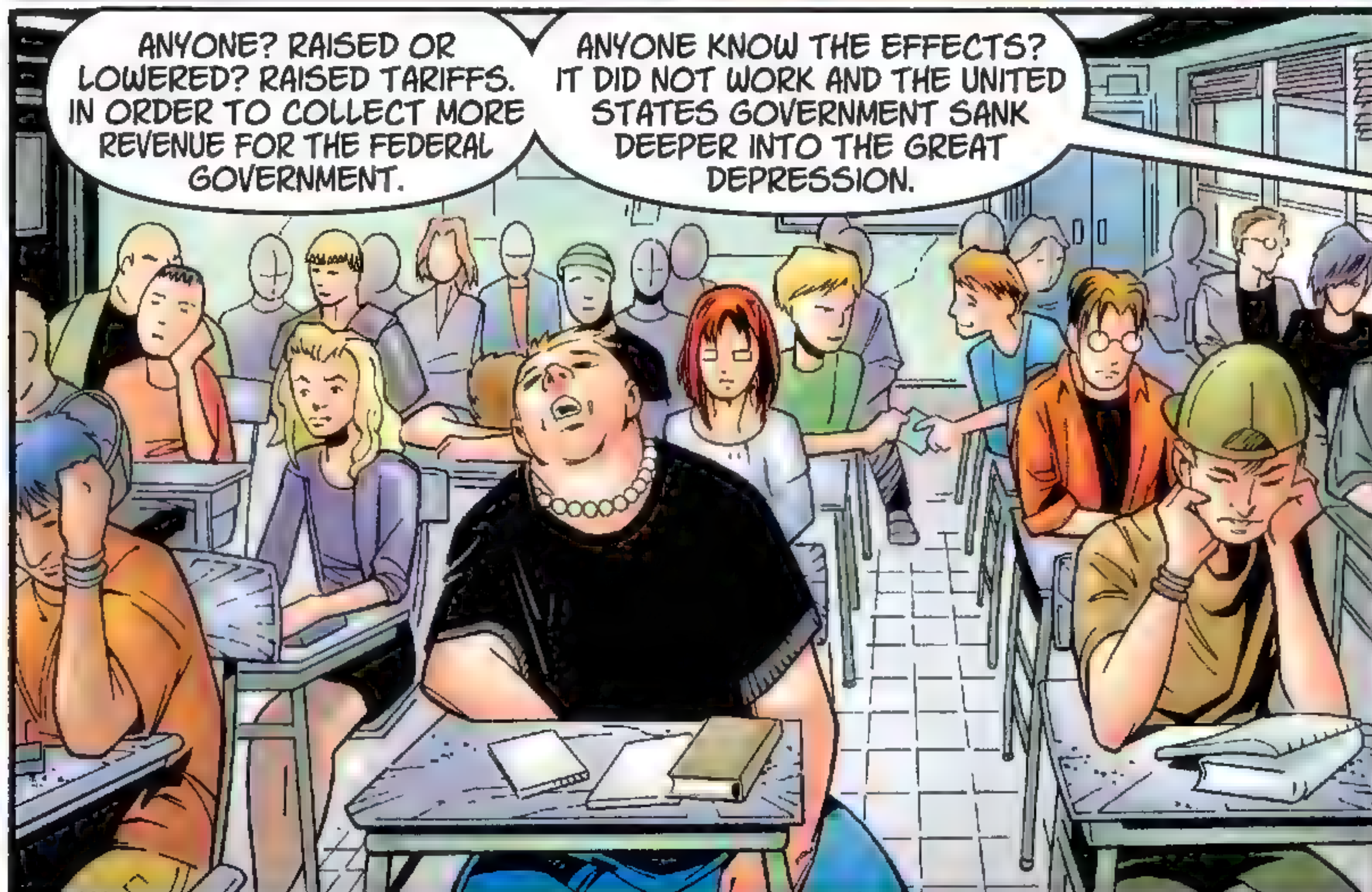


IN 1930,
THE REPUBLICANS
CONTROLLED THE HOUSE
OF REPRESENTATIVES IN
AN EFFORT TO ELEVATE
THE EFFECTS OF THE...
ANYONE? ANYONE?

THE GREAT
DEPRESSION.

PASSED
THE...? ANYONE?
ANYONE?

THE
TARIFF BILL. THE
SMOOT-HAWLEY
TARIFF ACT.



ANYONE? RAISED OR
LOWERED? RAISED TARIFFS.
IN ORDER TO COLLECT MORE
REVENUE FOR THE FEDERAL
GOVERNMENT.

ANYONE KNOW THE EFFECTS?
IT DID NOT WORK AND THE UNITED
STATES GOVERNMENT SANK
DEEPER INTO THE GREAT
DEPRESSION.



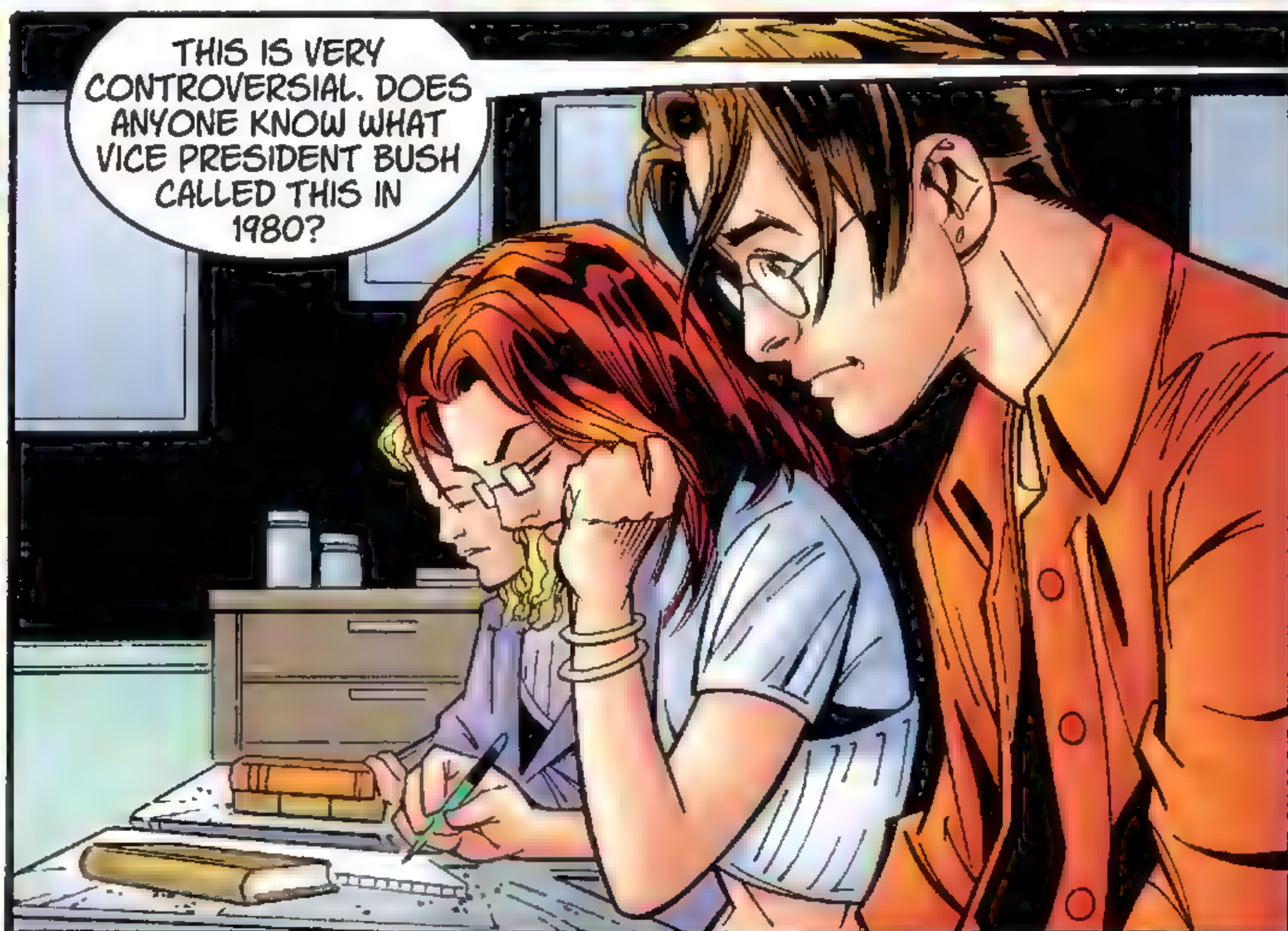
TODAY WE HAVE A SIMILAR
DEBATE OVER THIS: ANYONE?
ANYONE KNOW WHAT
THIS IS?



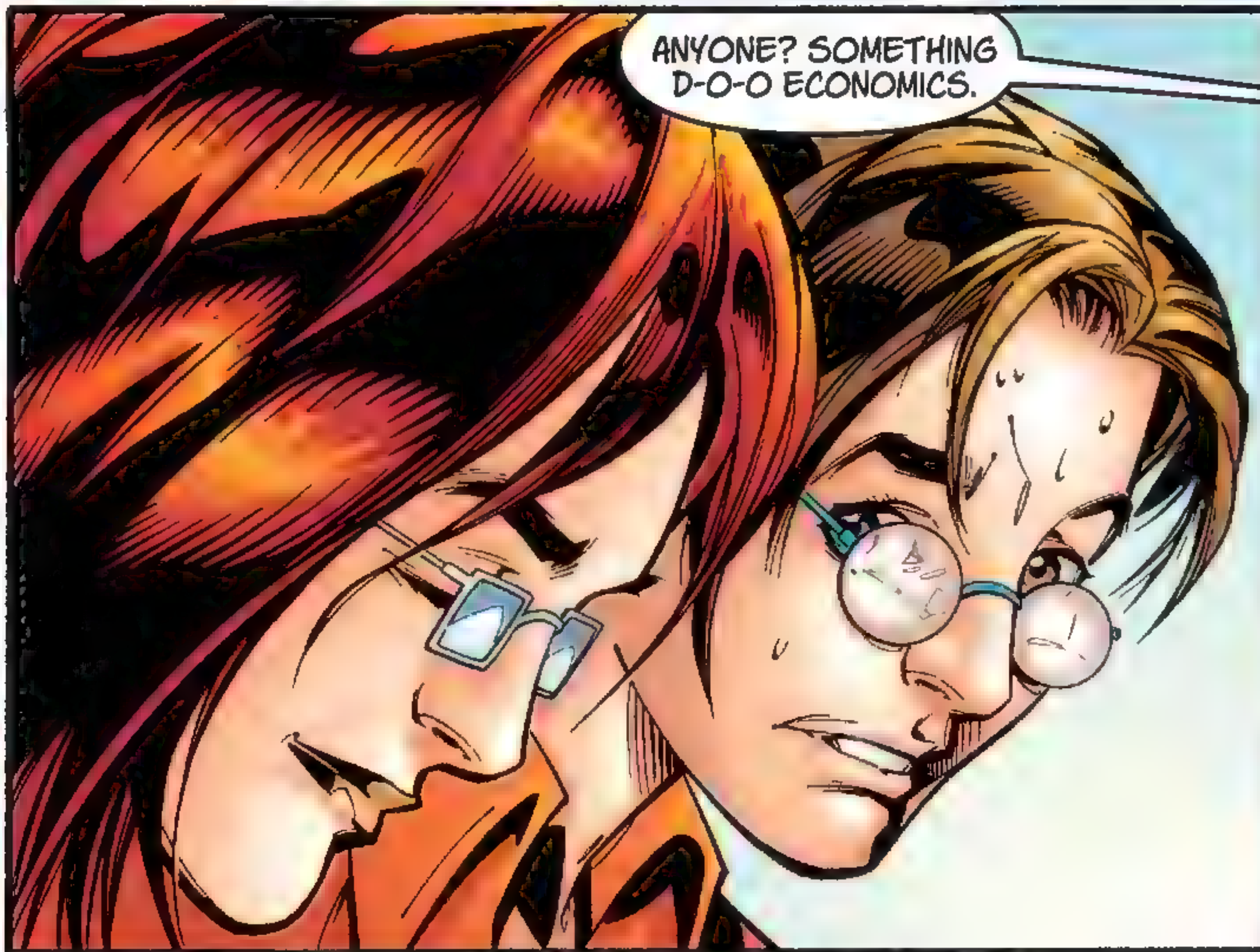
ANYONE? ANYONE?

ANYONE SEEN THIS
BEFORE? THE LAFFER
ACT. ANYONE
KNOW WHAT THIS
SAYS?

IT SAYS THAT
AT THIS POINT ON
THE REVENUE CURVE
YOU WILL GET EXACTLY
THE SAME AMOUNT
OF REVENUE AS
THIS POINT.



THIS IS VERY
CONTROVERSIAL. DOES
ANYONE KNOW WHAT
VICE PRESIDENT BUSH
CALLED THIS IN
1980?



ANYONE? SOMETHING
D-O-O ECONOMICS.



VOODOO
ECONOMICS.

GROWING PAINS

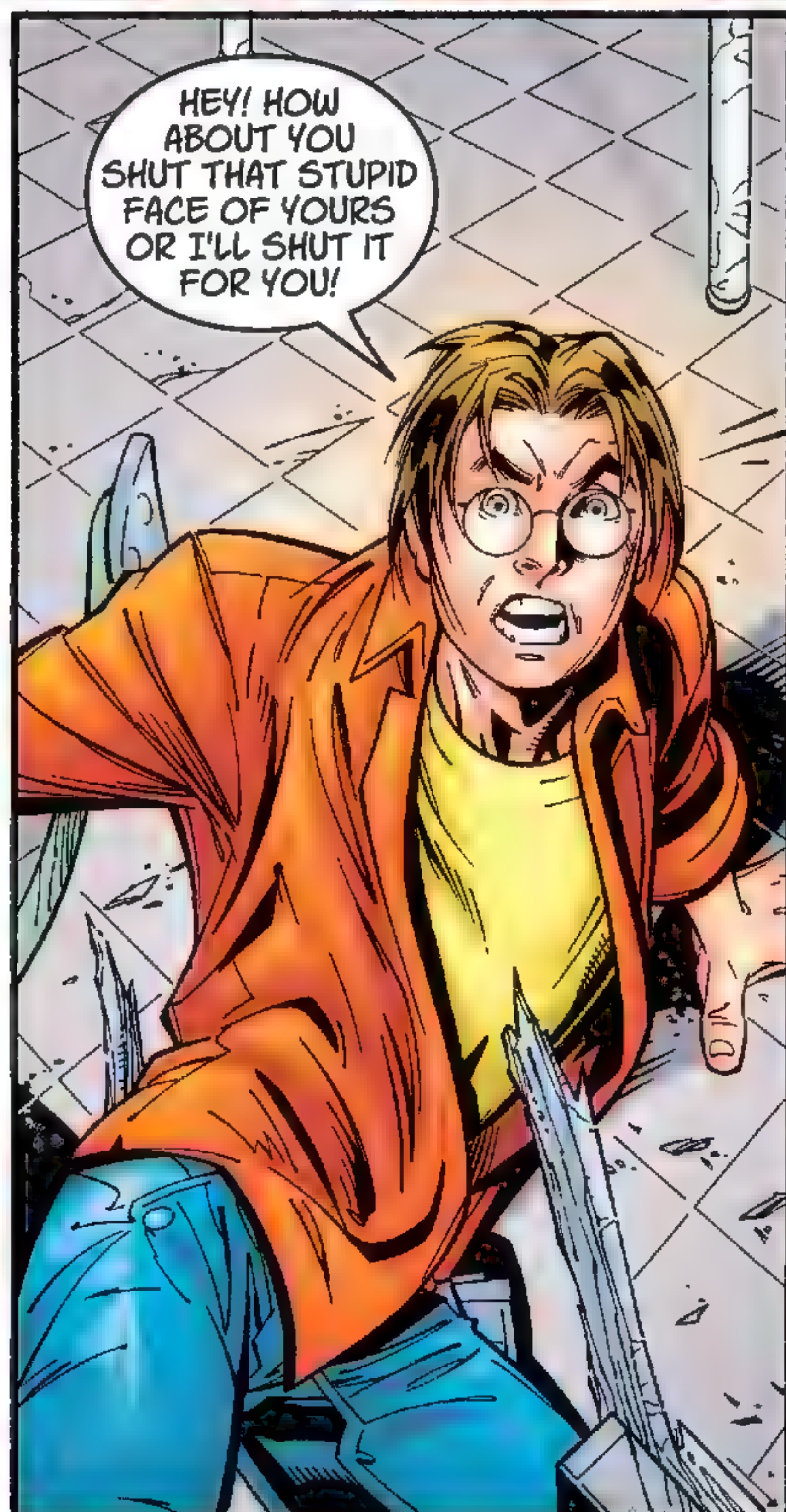




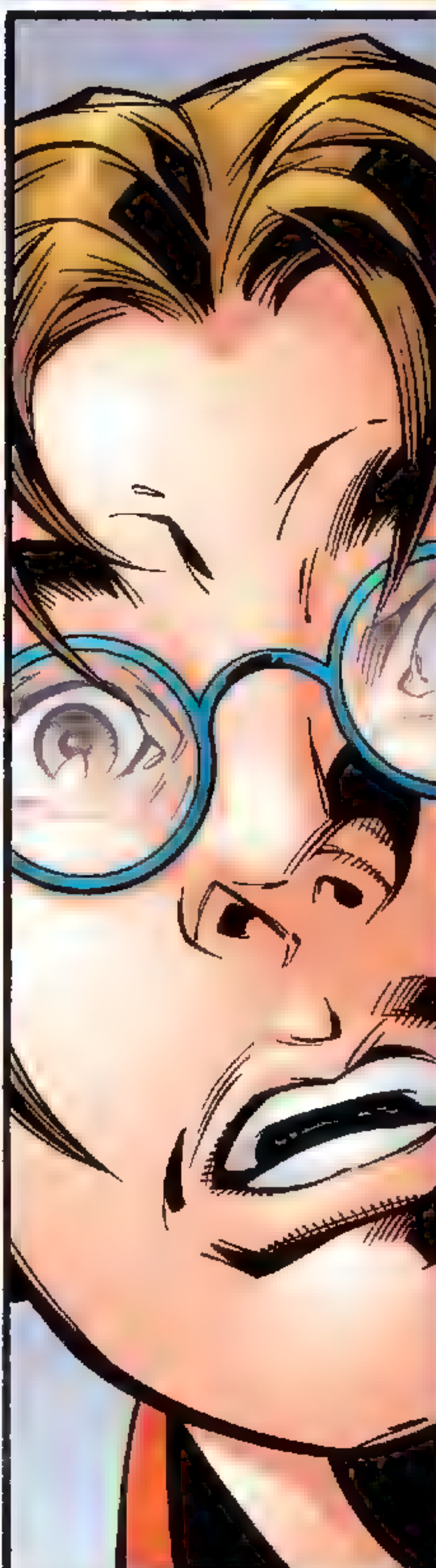
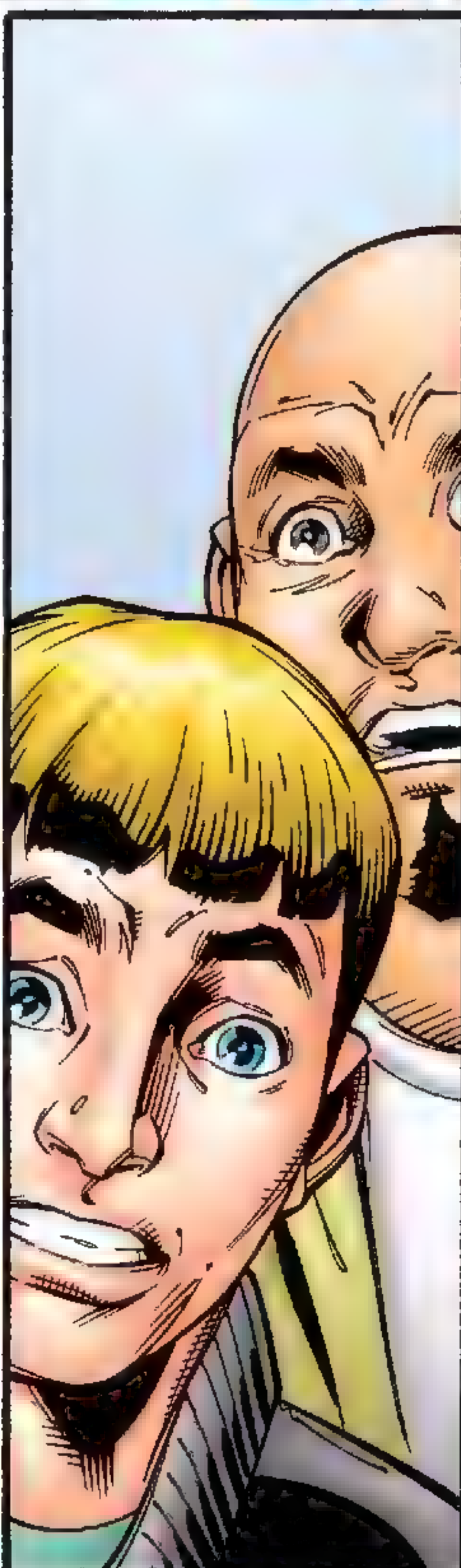
PARKER...?

OH!
HA HA HAH!
OH MY GOD!
YOU ARE THE
HUGEST
SPAZOID!

"AND
FOR MY NEXT
TRICK -- I SHALL
ACTUALLY TRIP
WHILE SITTING
DOWN."



HEY! HOW
ABOUT YOU
SHUT THAT STUPID
FACE OF YOURS
OR I'LL SHUT IT
FOR YOU!



HA HA HA HA
OH MAN --

DID HE
JUST --?
NO. HA HA
HA HA HA
HAH!



OKAY. THAT'S QUITE
ENOUGH. PETER,
PLEASE.

JUST --
JUST GO COOL
OFF AND SEE IF
YOU CAN'T
FIND ANOTHER
DESK.



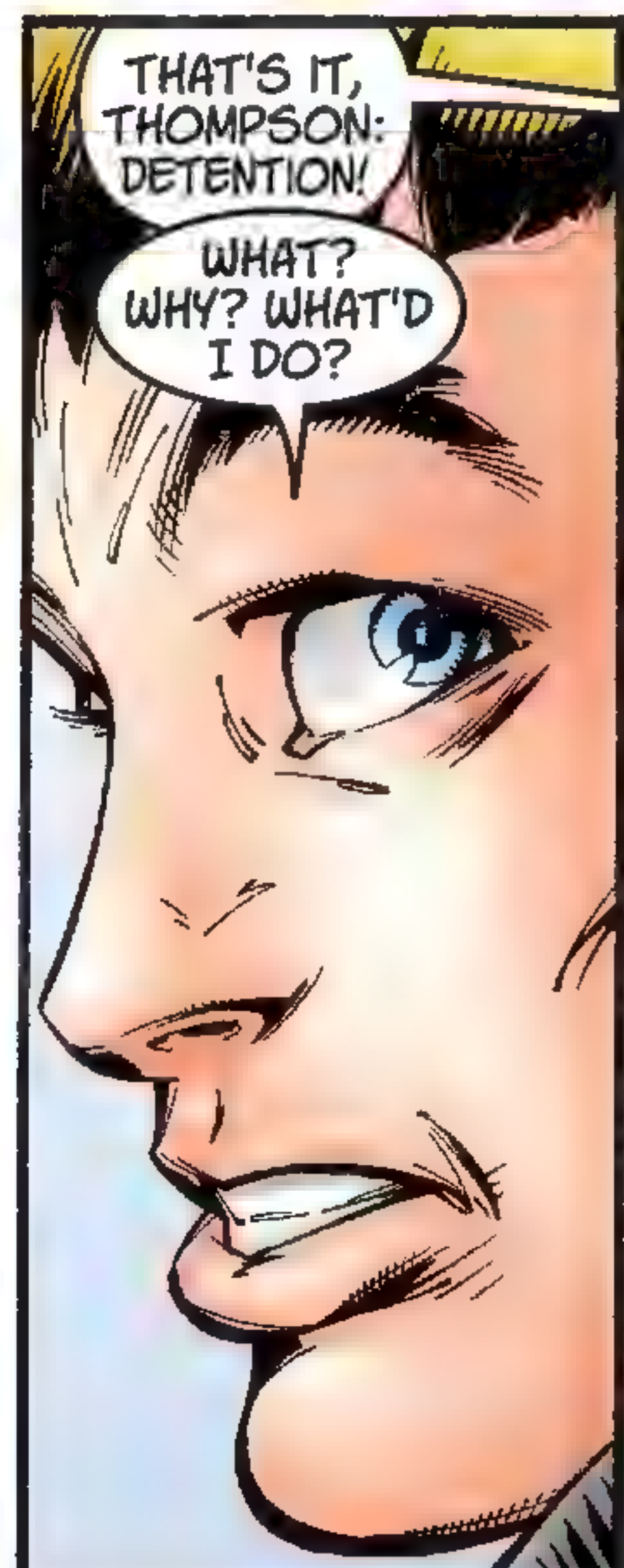
HEEHEE, MAN, HE
IS CONSTANTLY
ENTERTAINING.

THAT'S
ABOUT ENOUGH,
THOMPSON.

YO! HE
ALMOST
KICKED YOUR
BUTT.

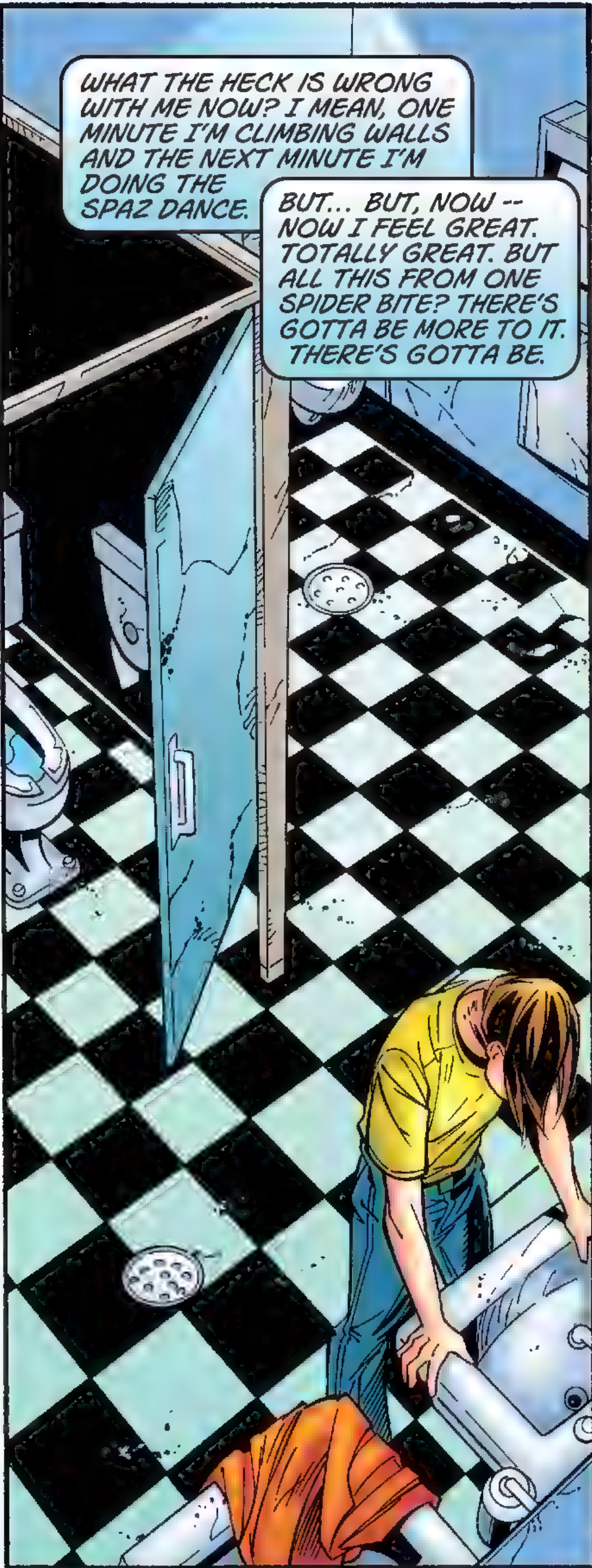
GUYS!

I KNOW --
I'M -- I'M SO VERY
FRIGHTENED --



THAT'S IT,
THOMPSON:
DETENTION!

WHAT?
WHY? WHAT'D
I DO?

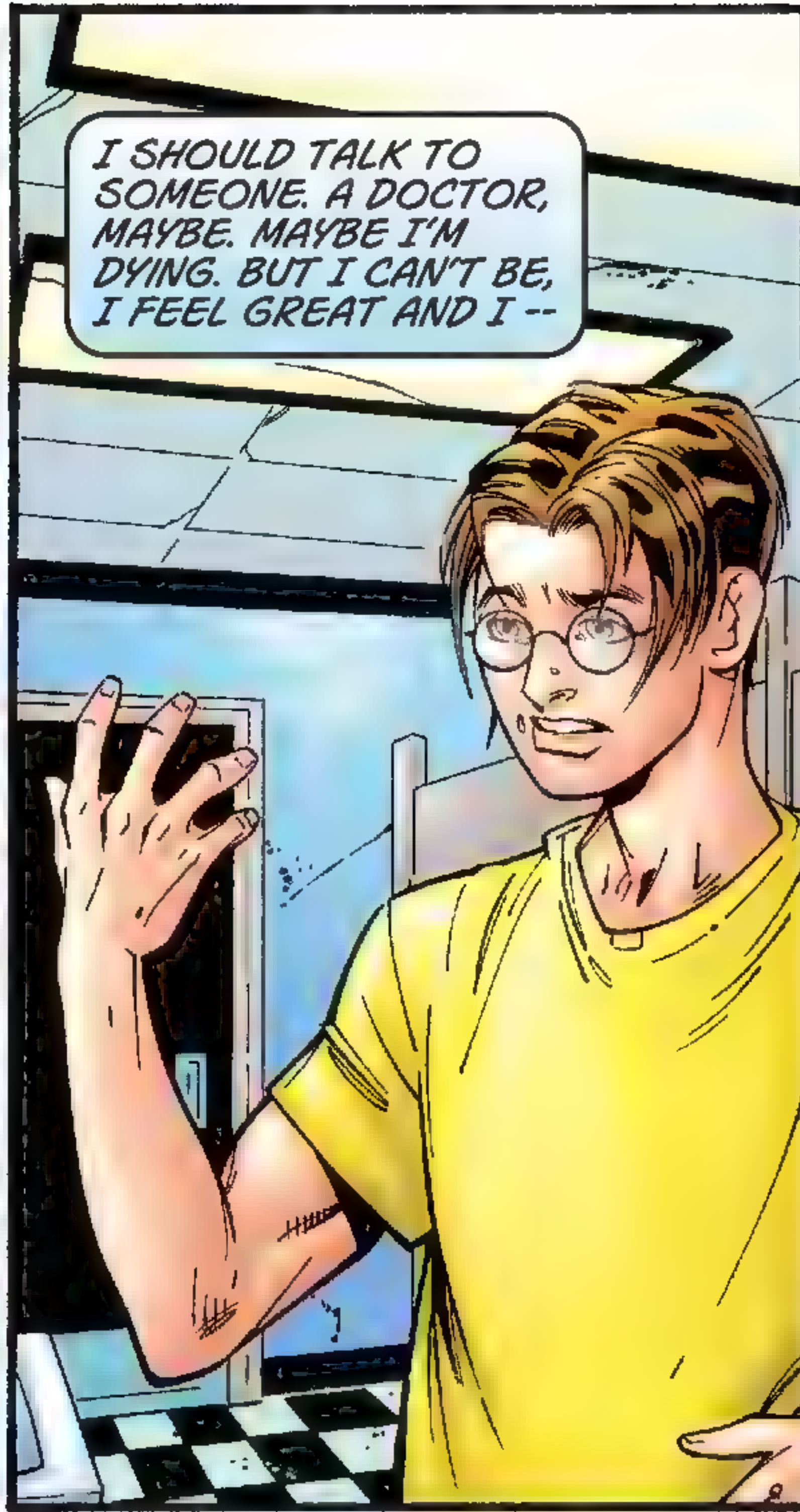


WHAT THE HECK IS WRONG WITH ME NOW? I MEAN, ONE MINUTE I'M CLIMBING WALLS AND THE NEXT MINUTE I'M DOING THE SPAZ DANCE.

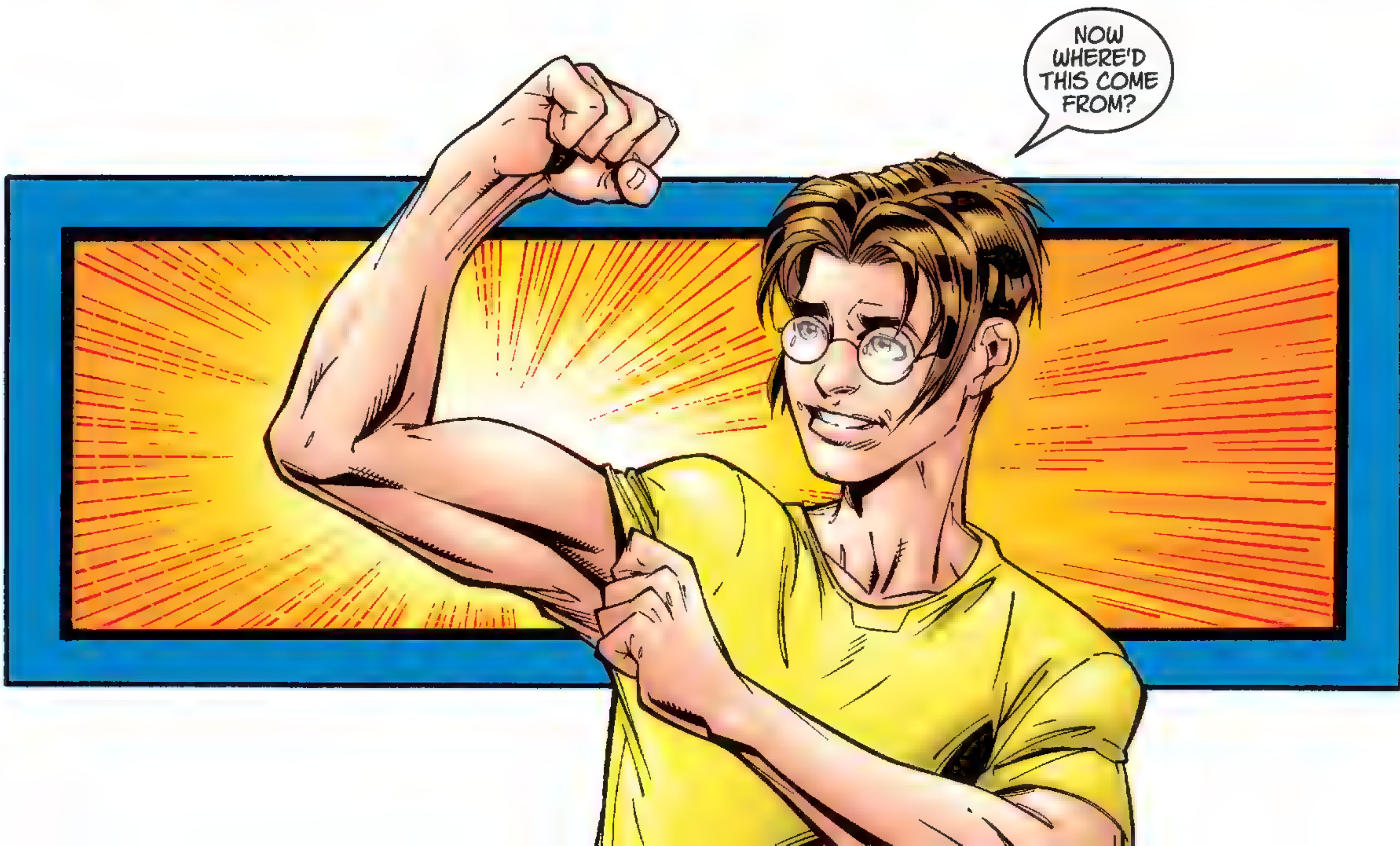
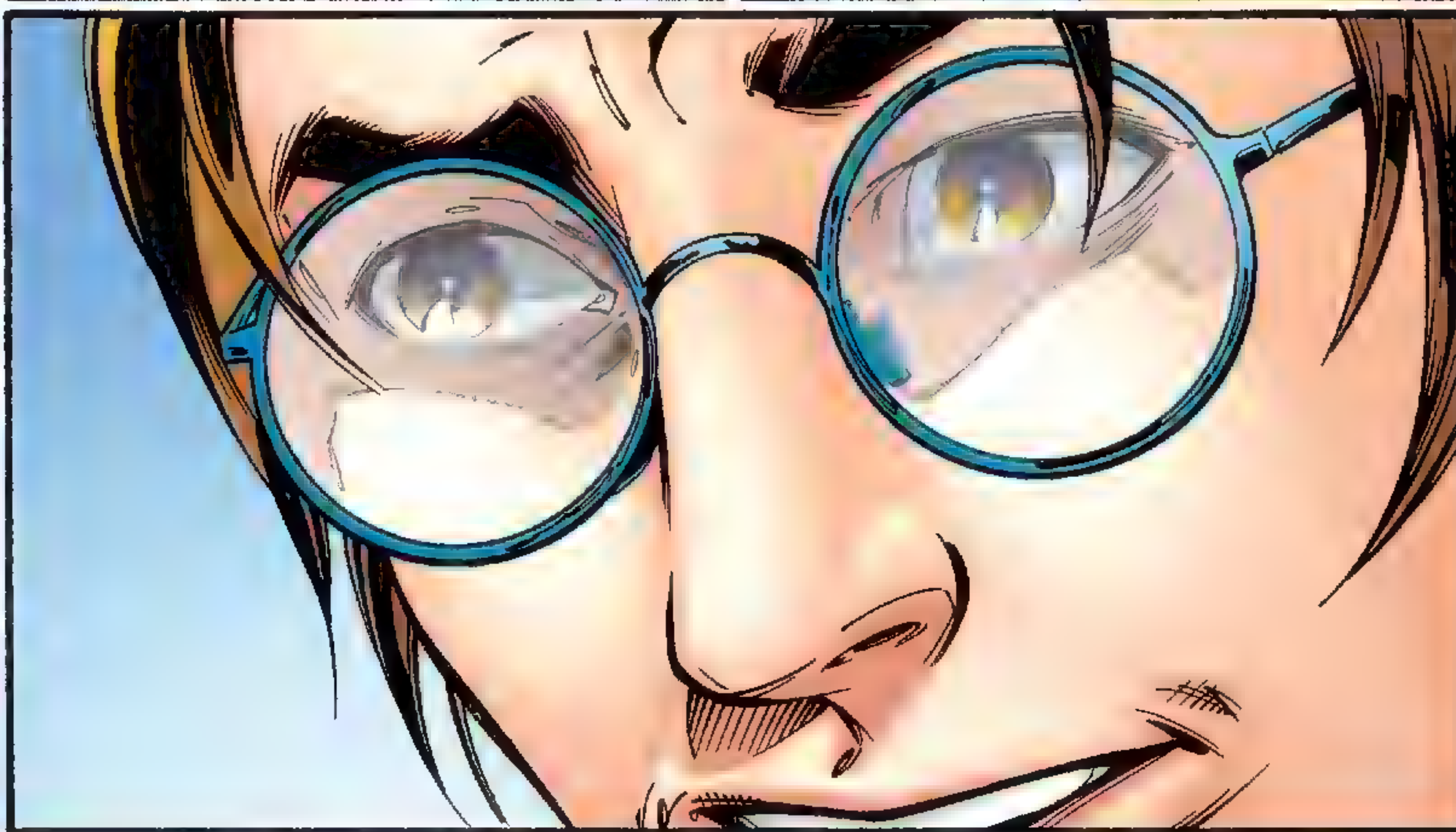
BUT... BUT, NOW -- NOW I FEEL GREAT. TOTALLY GREAT. BUT ALL THIS FROM ONE SPIDER BITE? THERE'S GOTTA BE MORE TO IT. THERE'S GOTTA BE.



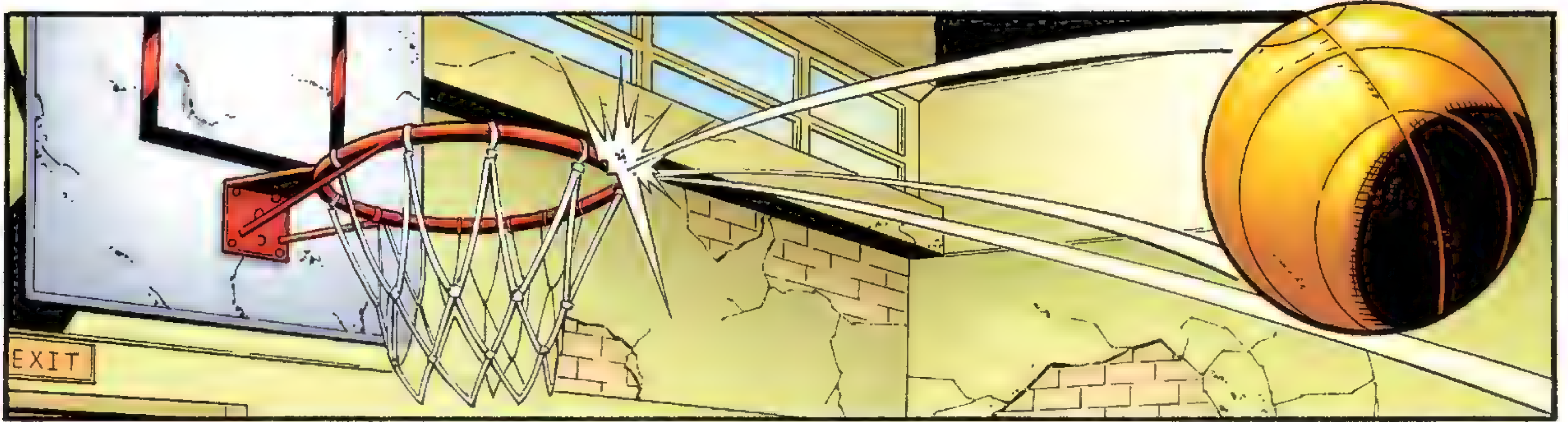
GOTTA BE SOMEONE I CAN TALK TO WITHOUT BEING LOCKED AWAY IN A FREAK FARM... AUNT MAY'S HEAD WILL JUST SHOOT RIGHT OFF HER BODY.



I SHOULD TALK TO SOMEONE. A DOCTOR, MAYBE. MAYBE I'M DYING. BUT I CAN'T BE, I FEEL GREAT AND I --



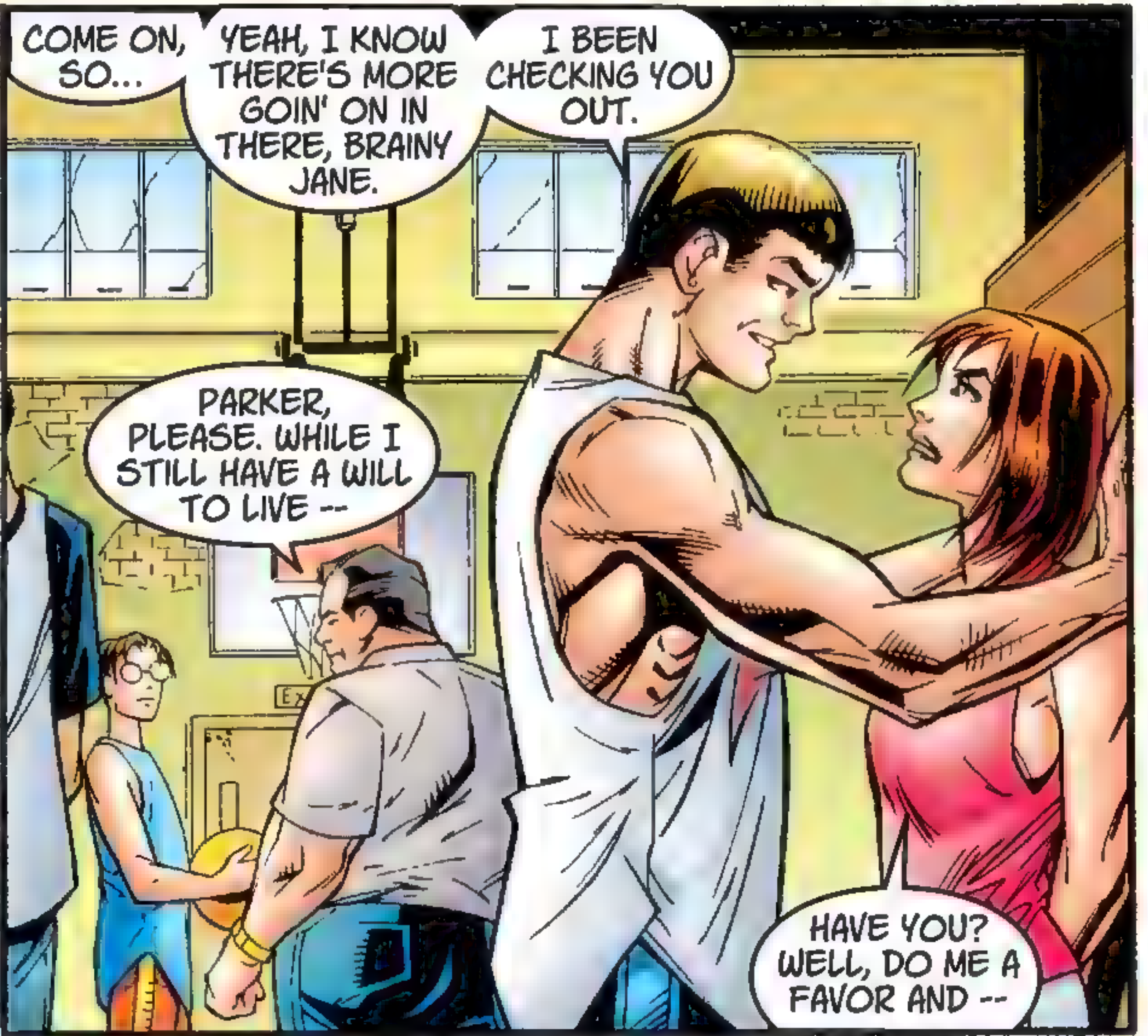
NOW WHERE'D THIS COME FROM?



WELL, GLAD ALL THAT PRACTICING IS PAYING OFF, MICHAEL. NEXT!

OH GREAT! PARKER. SOMEBODY CALL GUINNESS...

... I GIVE YOU CREDIT, PARKER, YOU ALWAYS SHOW UP NO MATTER HOW FUTILE THE GESTURE. LET'S GO.



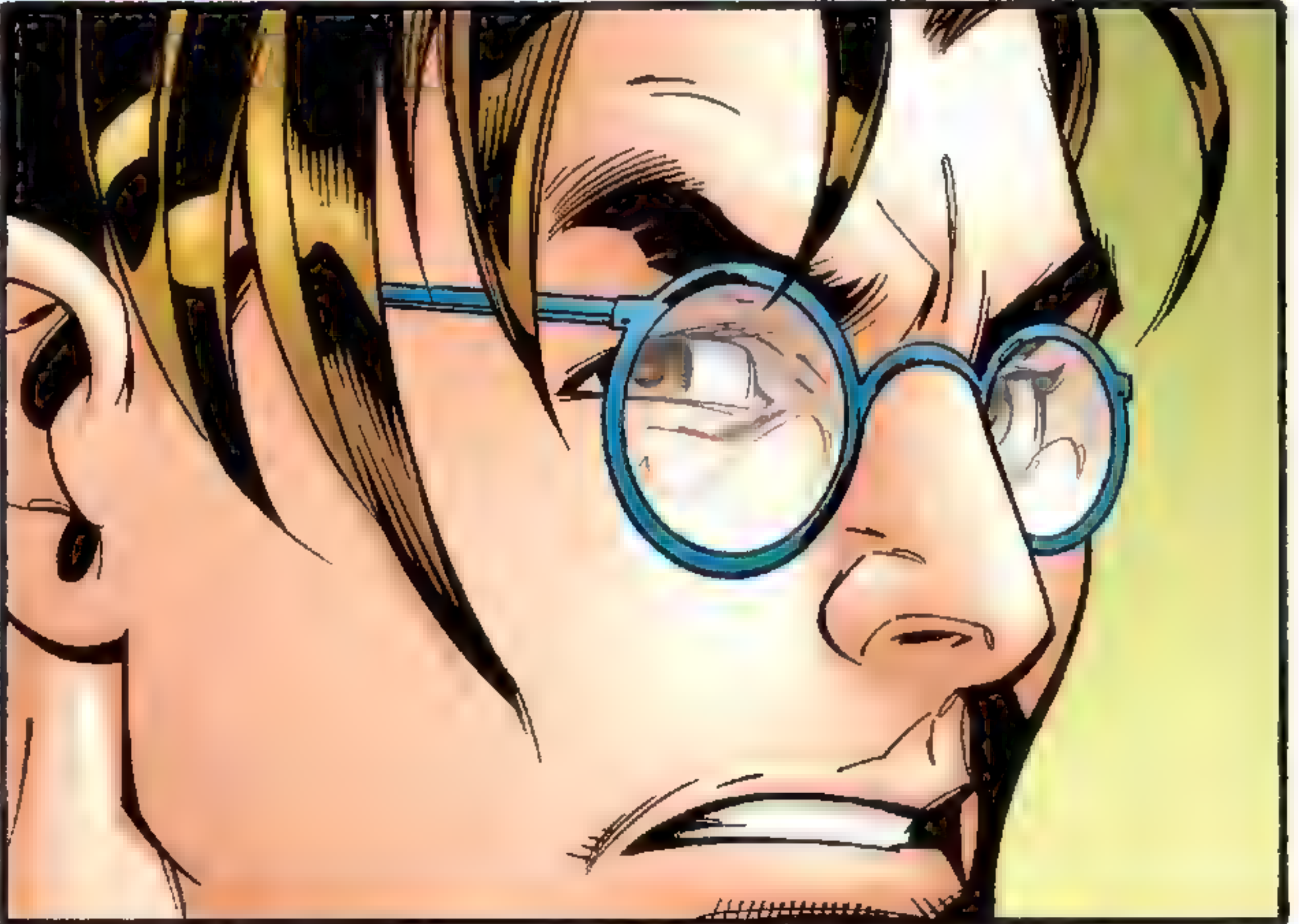
COME ON, SO...

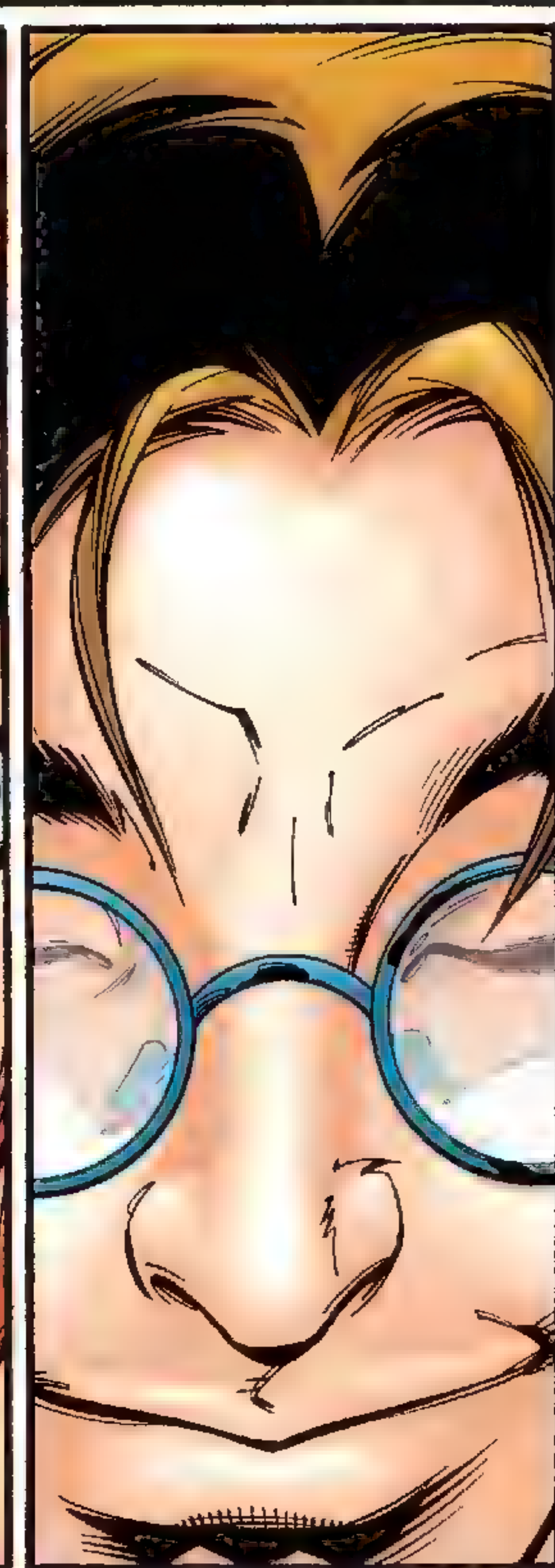
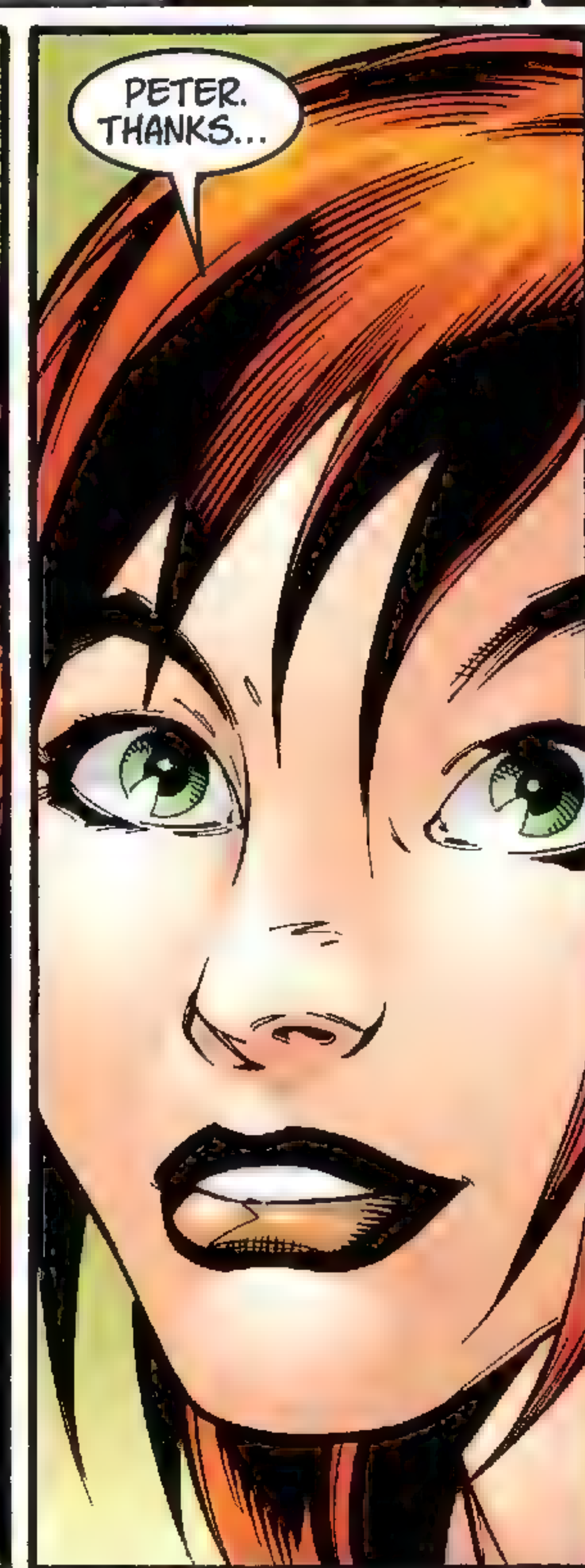
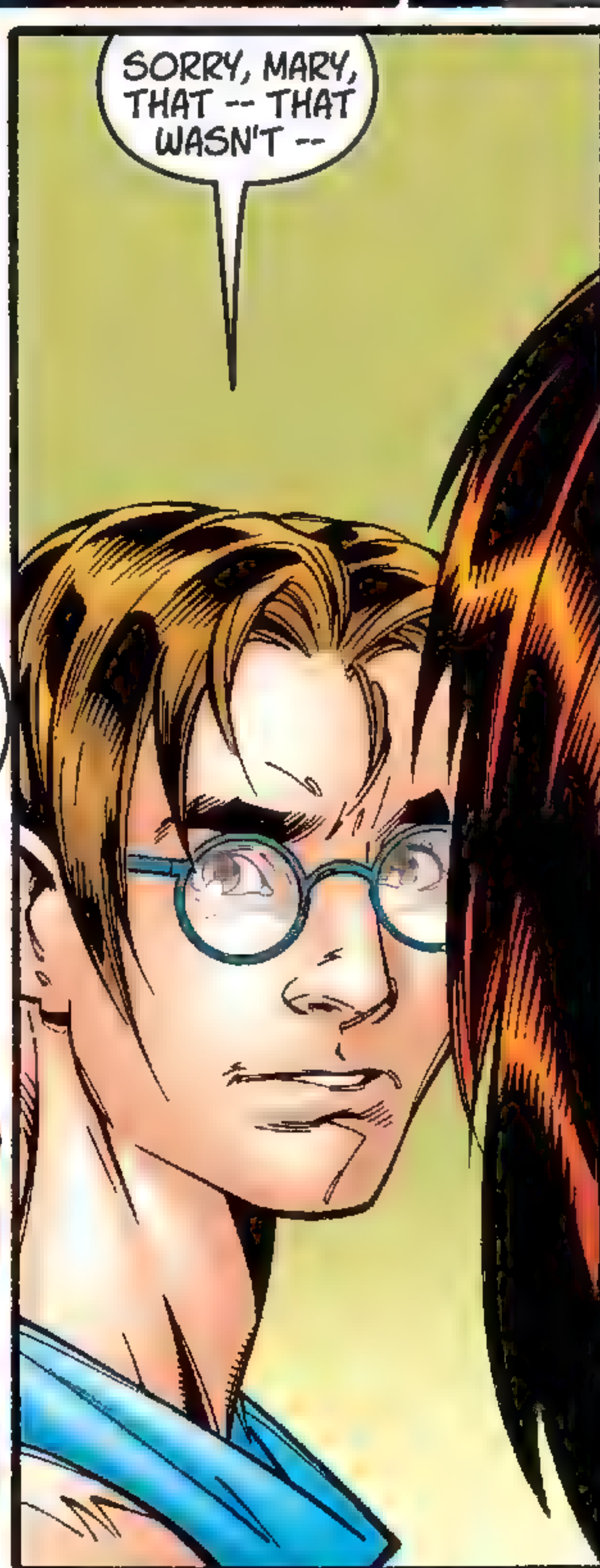
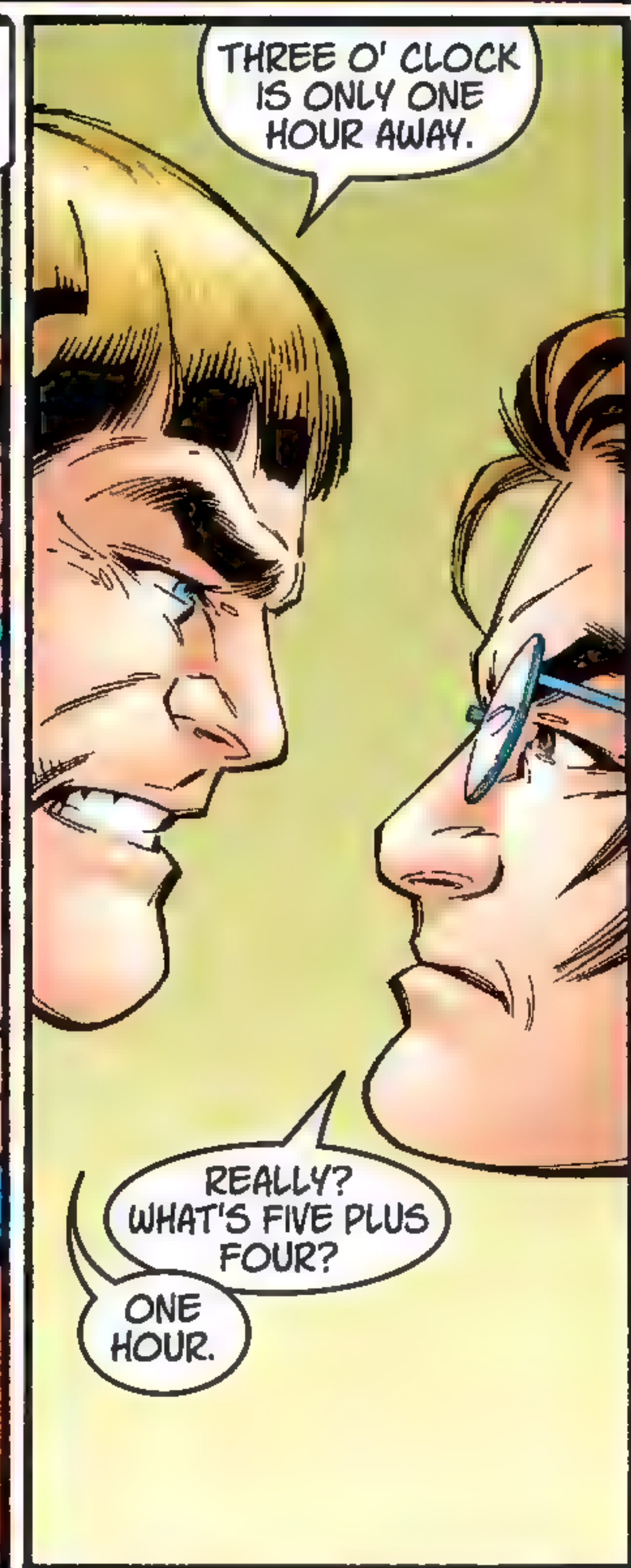
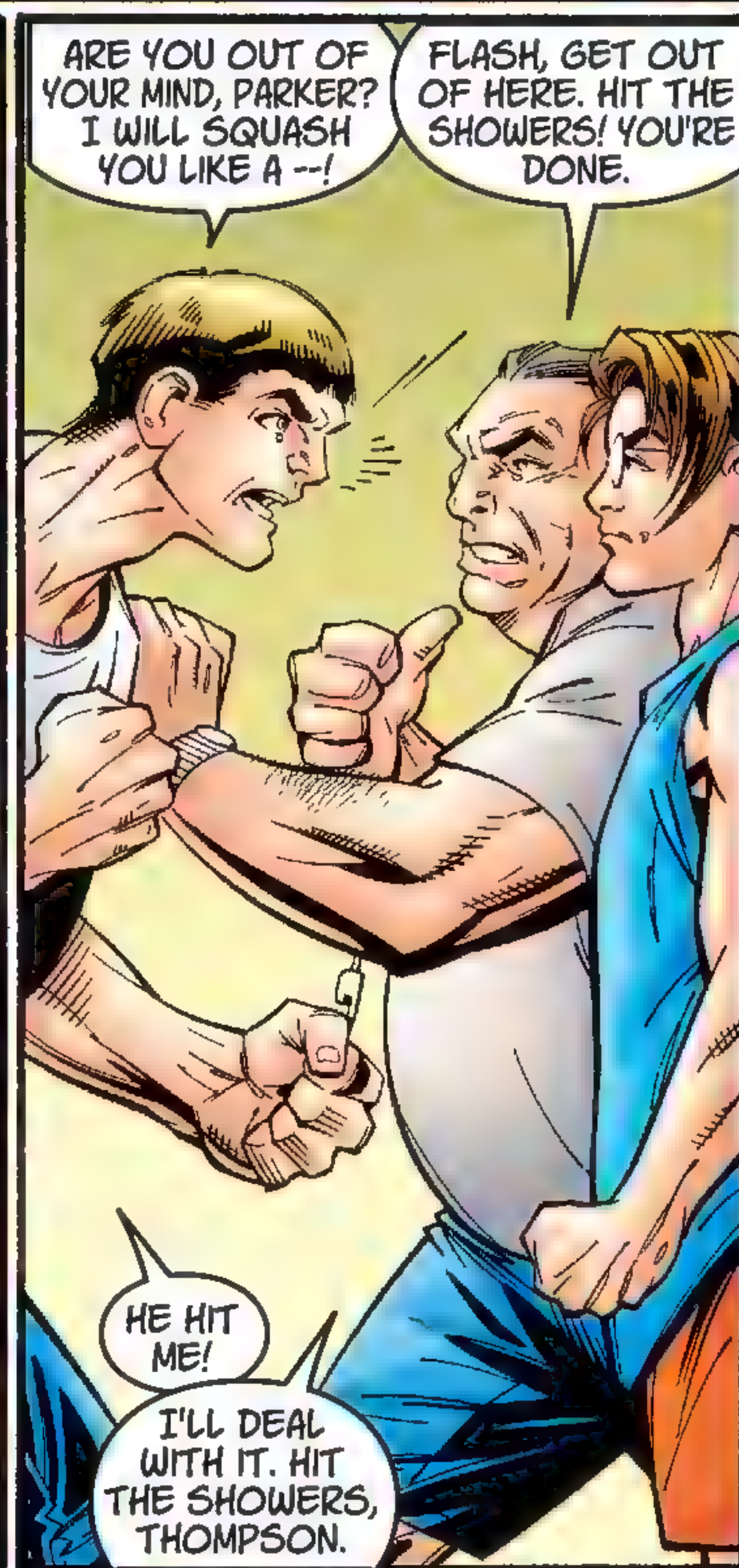
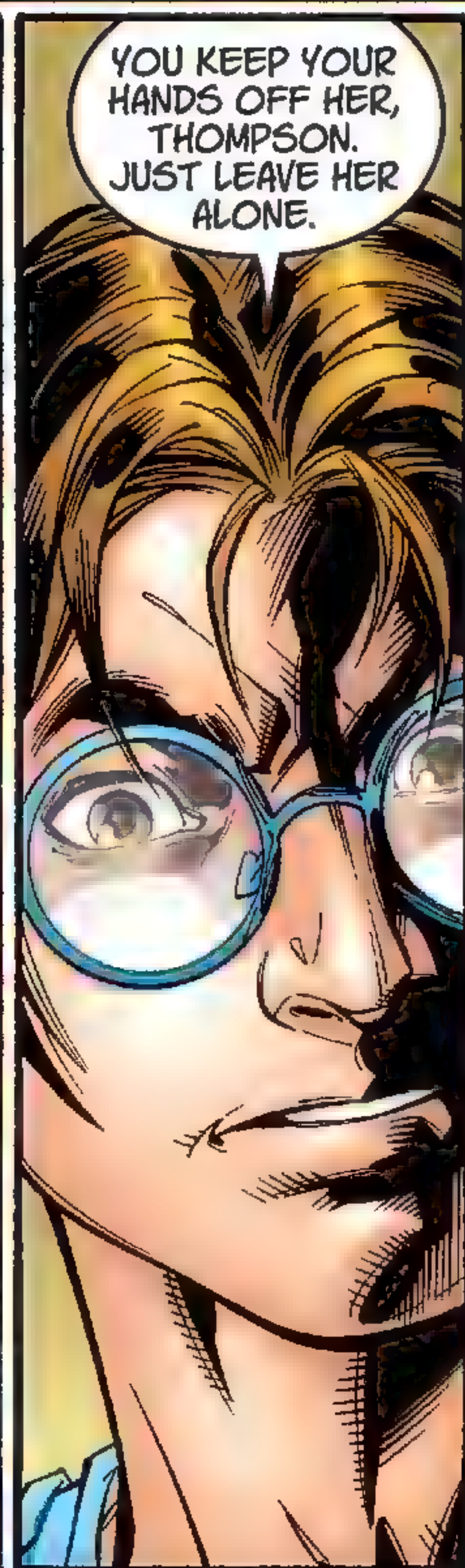
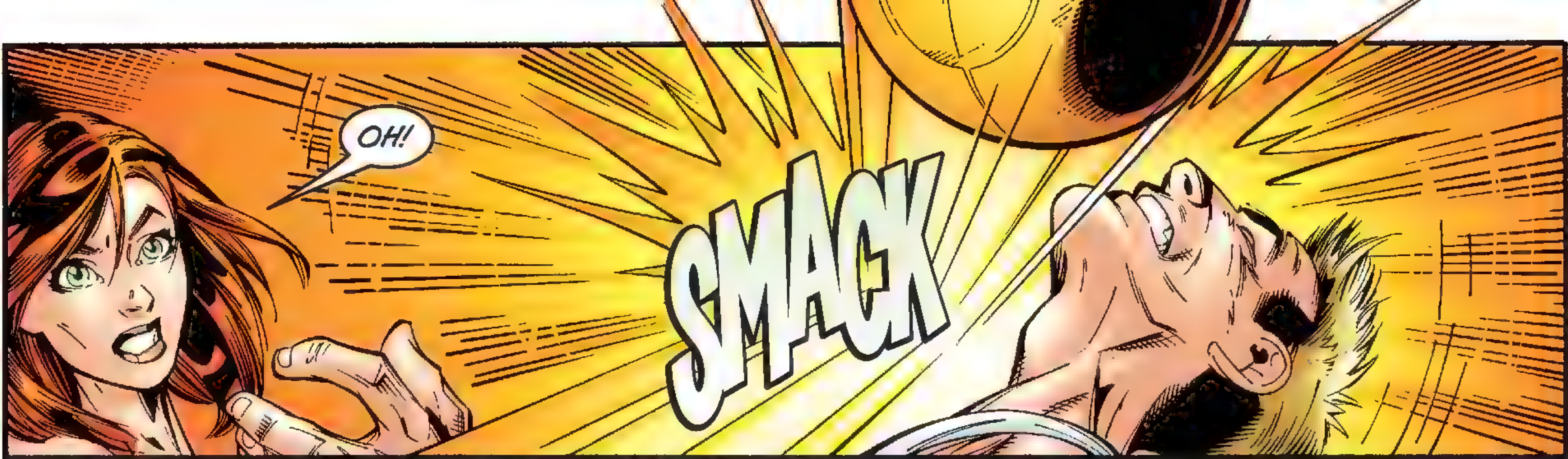
YEAH, I KNOW THERE'S MORE GOIN' ON IN THERE, BRAINY JANE.

I BEEN CHECKING YOU OUT.

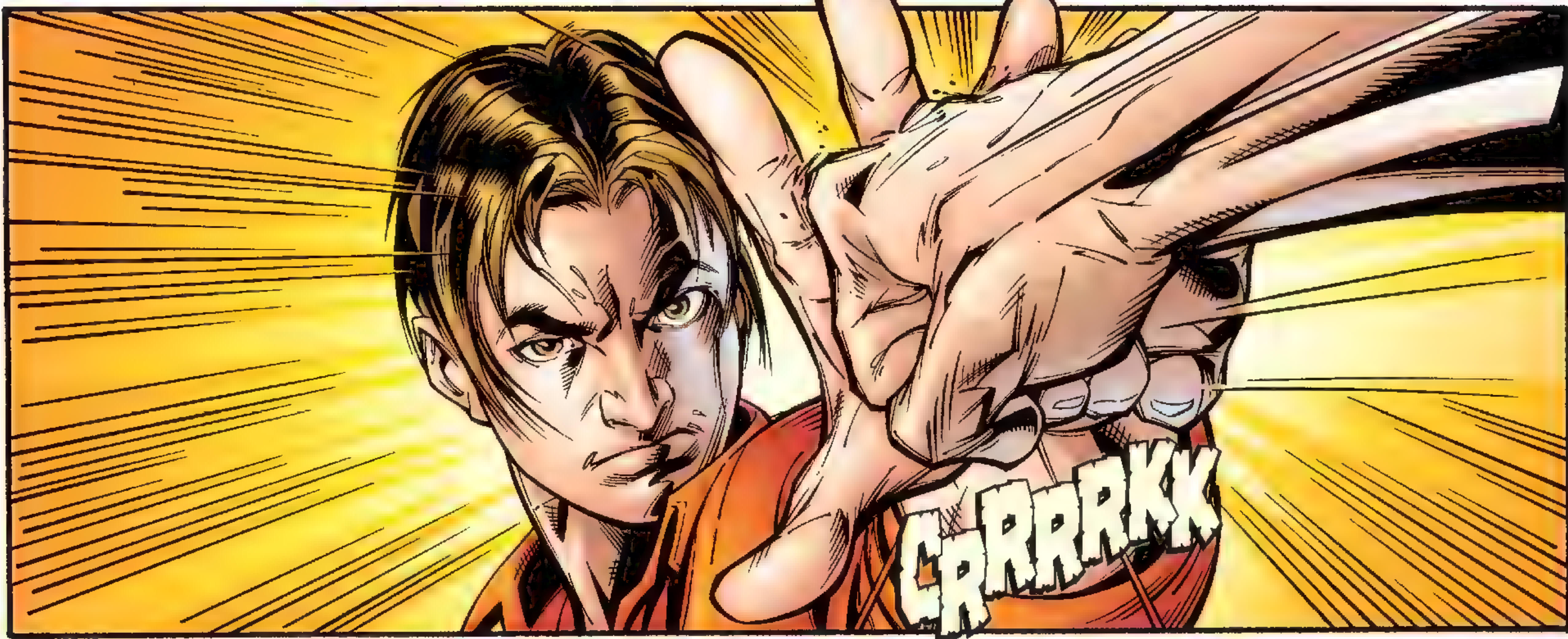
PARKER, PLEASE. WHILE I STILL HAVE A WILL TO LIVE --

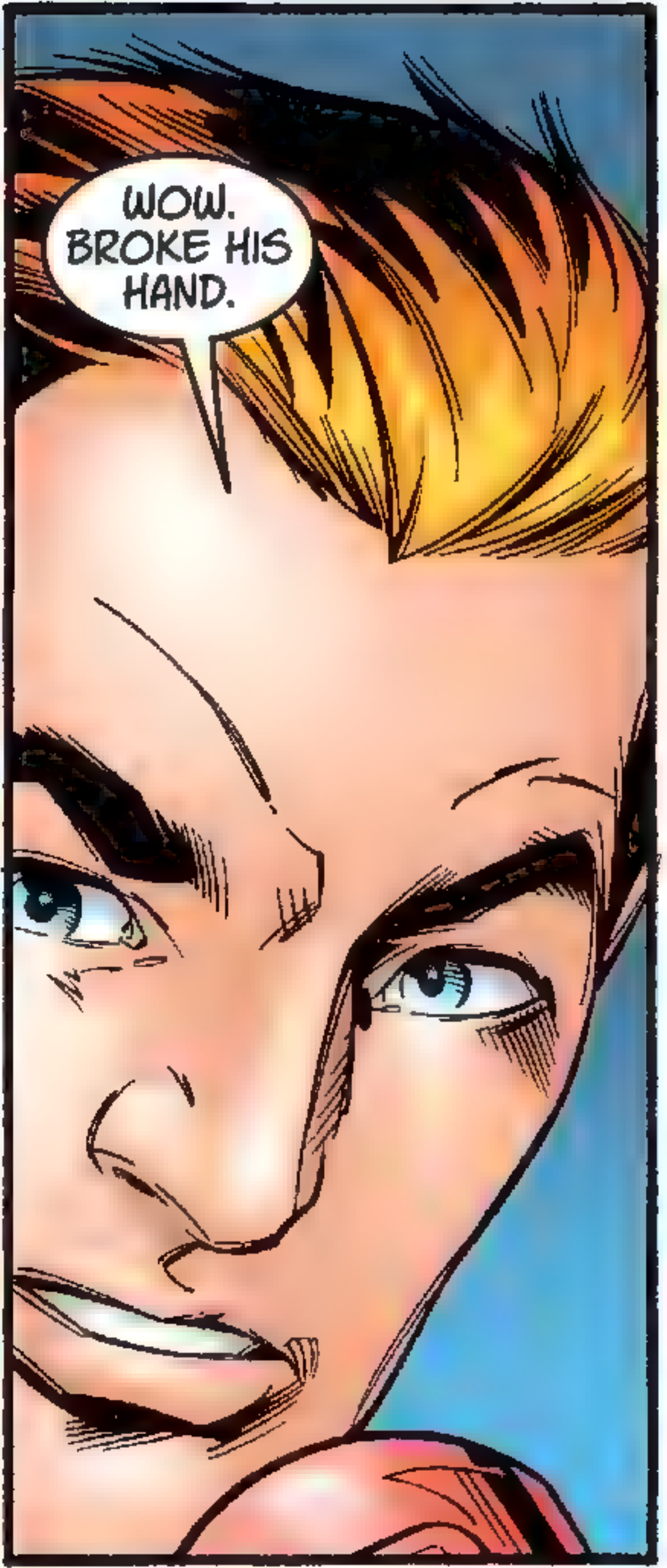
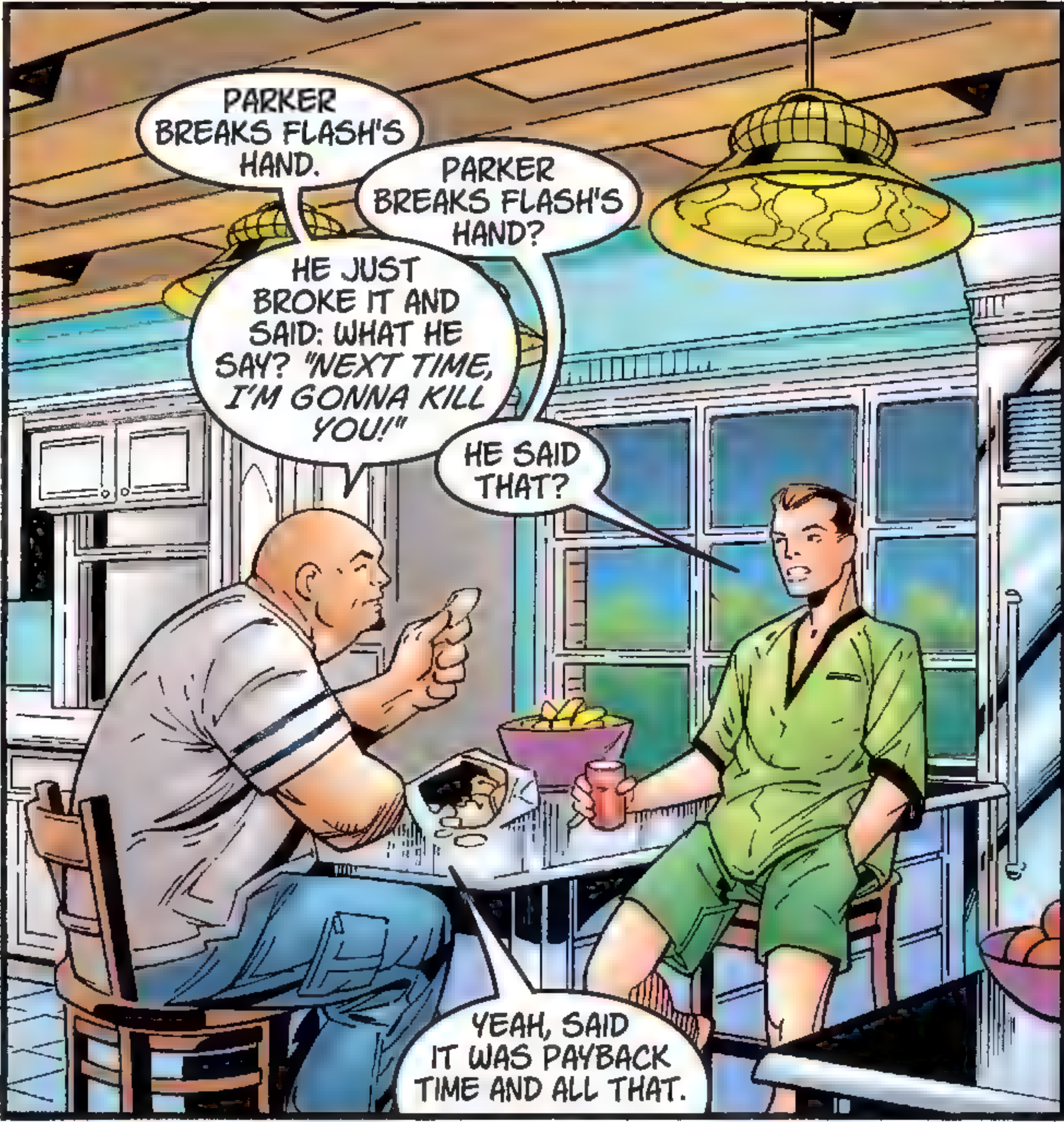
HAVE YOU? WELL, DO ME A FAVOR AND --

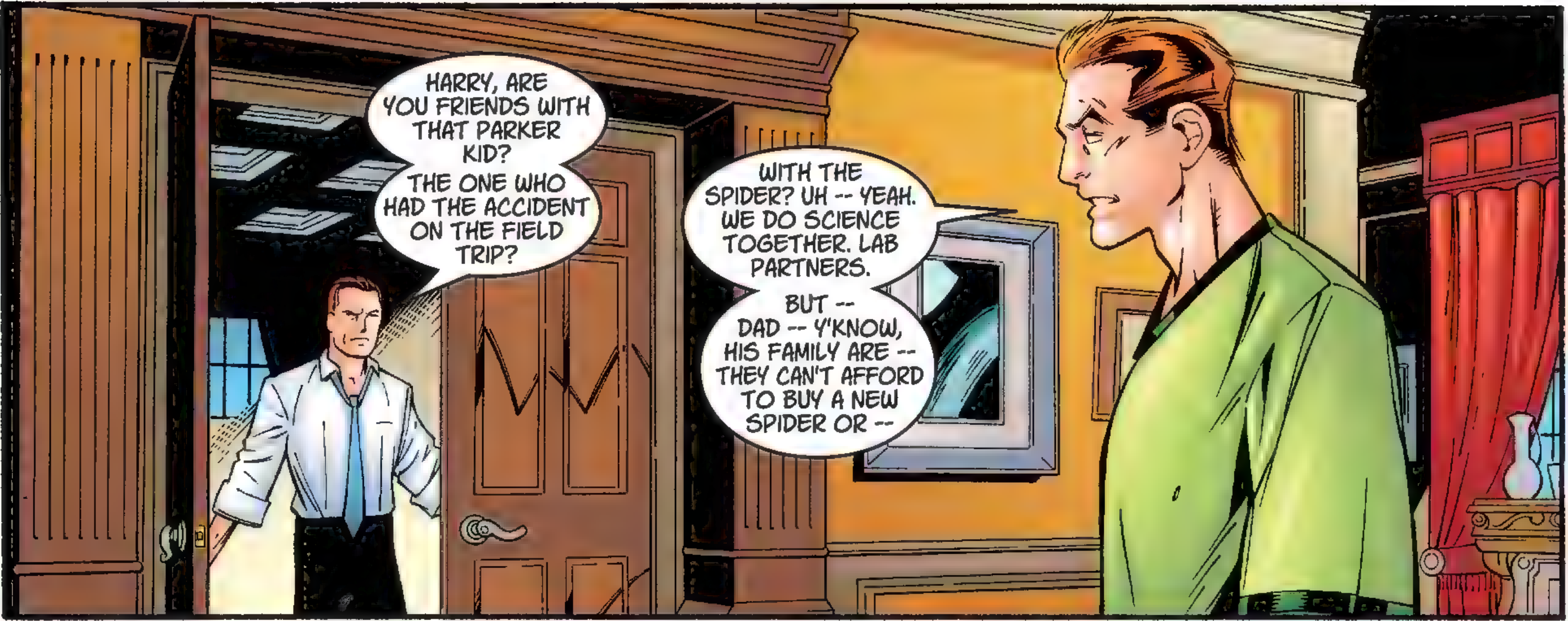






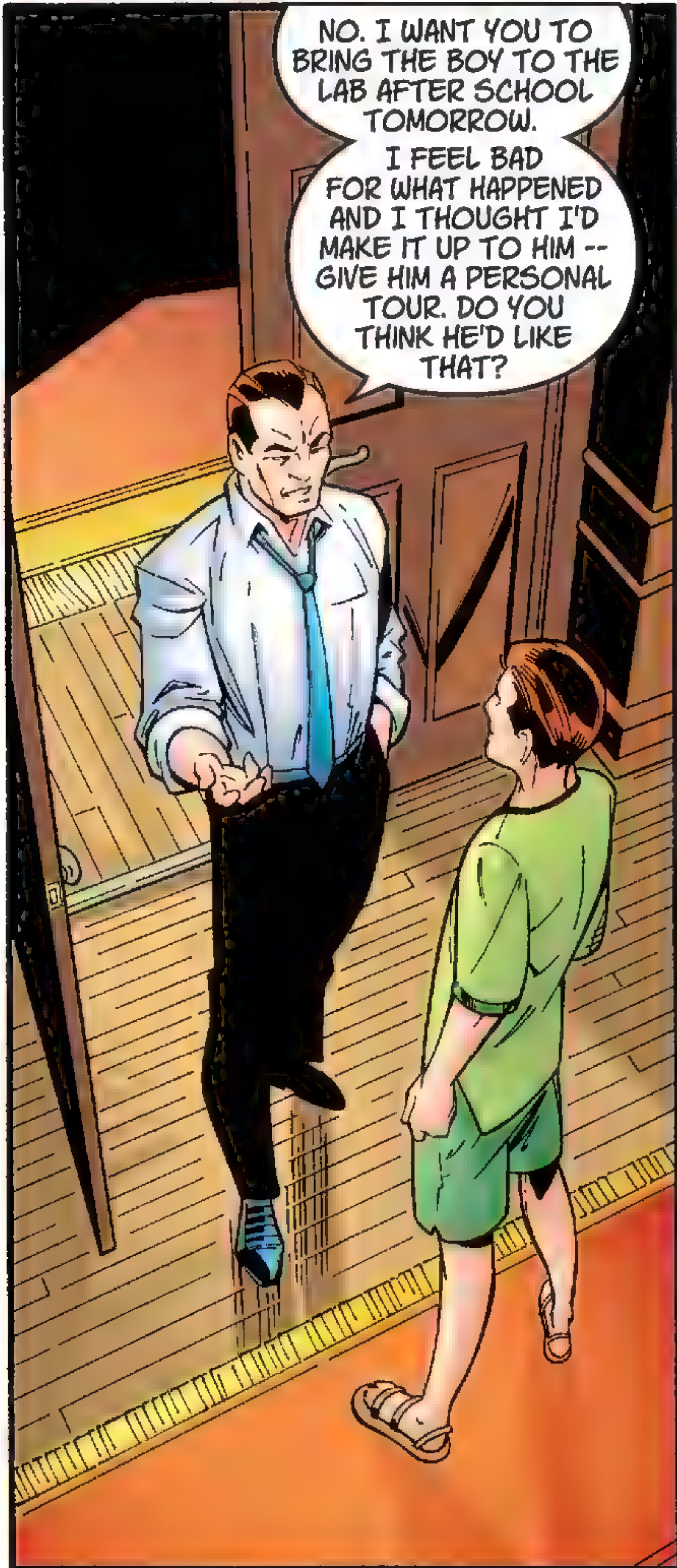






HARRY, ARE YOU FRIENDS WITH THAT PARKER KID?
THE ONE WHO HAD THE ACCIDENT ON THE FIELD TRIP?

WITH THE SPIDER? UH -- YEAH. WE DO SCIENCE TOGETHER. LAB PARTNERS.
BUT -- DAD -- Y'KNOW, HIS FAMILY ARE -- THEY CAN'T AFFORD TO BUY A NEW SPIDER OR --



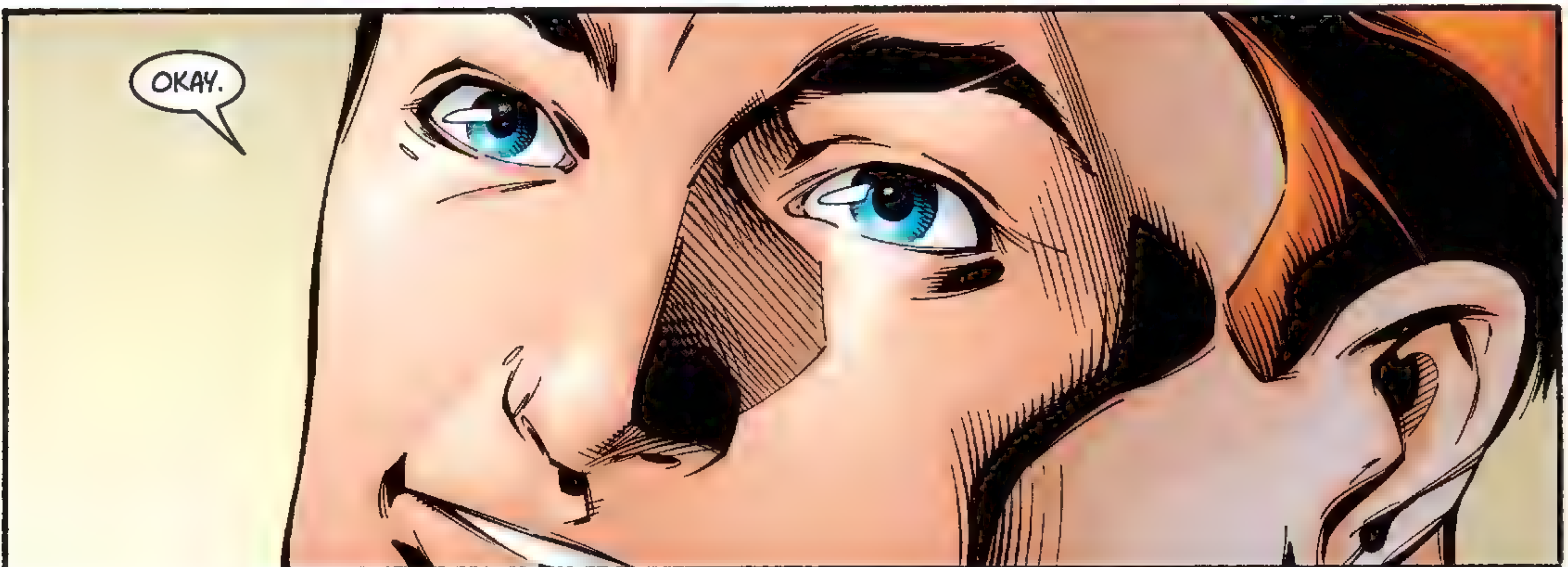
NO. I WANT YOU TO BRING THE BOY TO THE LAB AFTER SCHOOL TOMORROW.
I FEEL BAD FOR WHAT HAPPENED AND I THOUGHT I'D MAKE IT UP TO HIM -- GIVE HIM A PERSONAL TOUR. DO YOU THINK HE'D LIKE THAT?



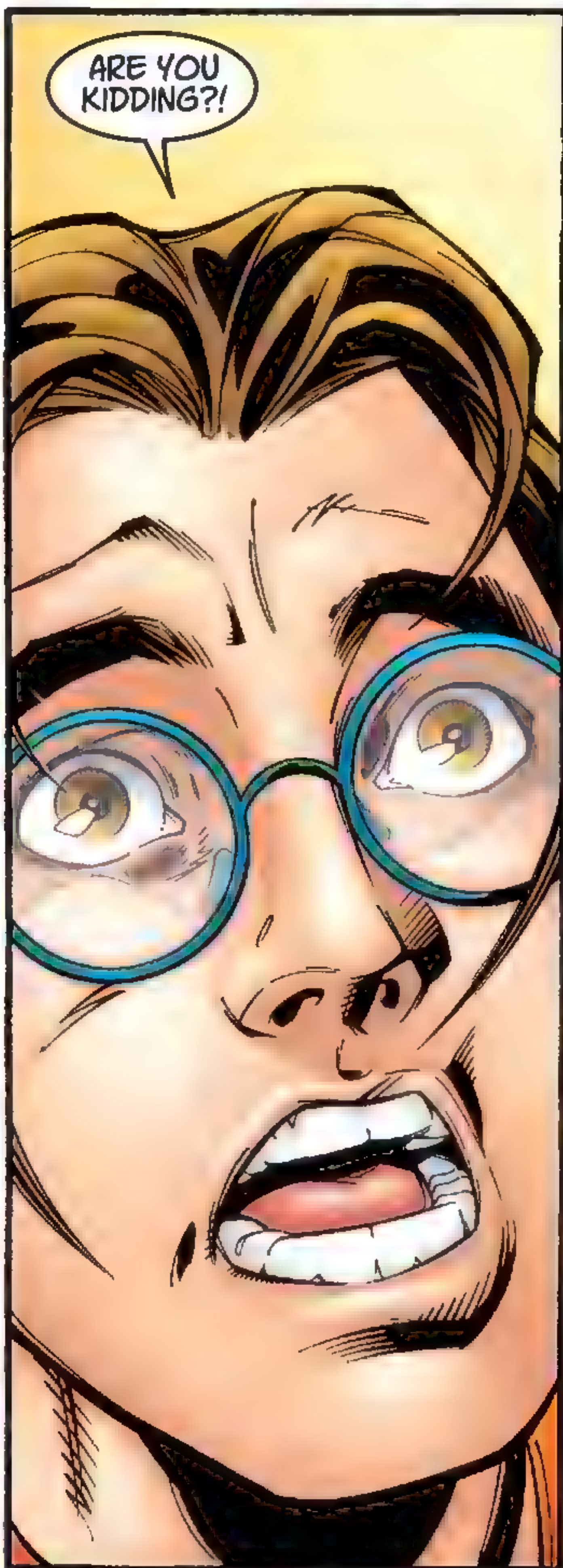
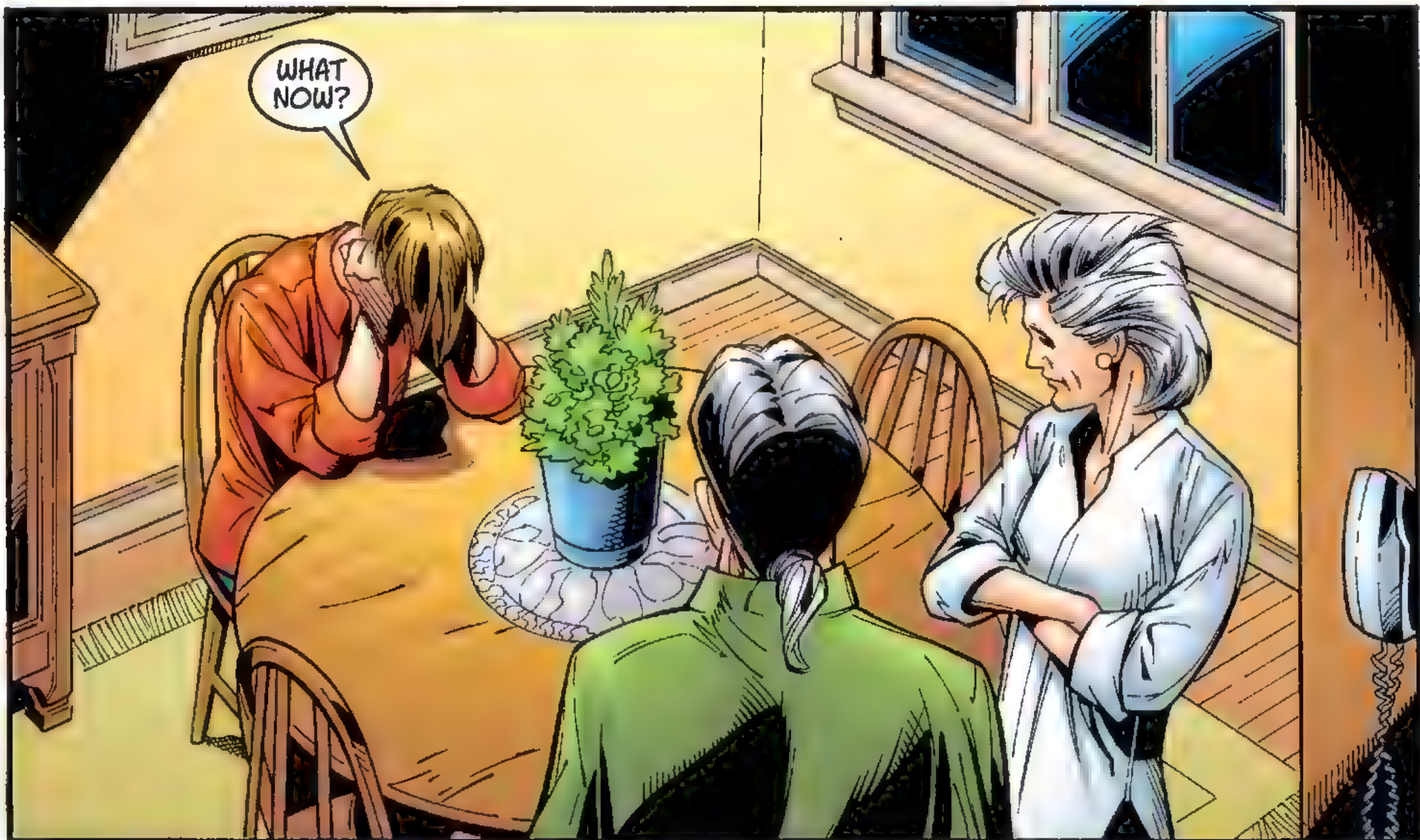
ARE YOU KIDDING ME?
UH -- YEAH. HE'D LOVE THAT. HE'D -- YEAH.

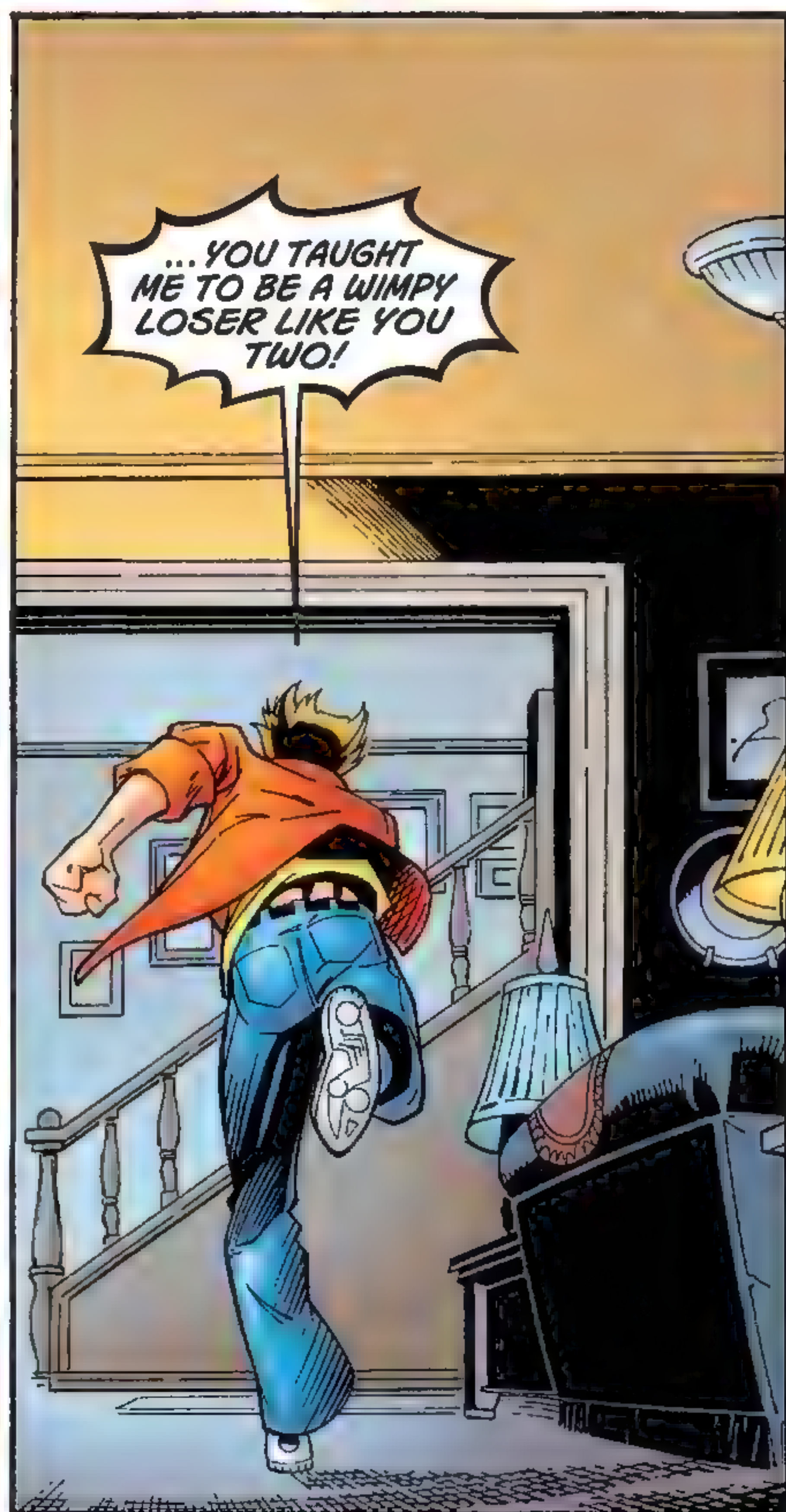
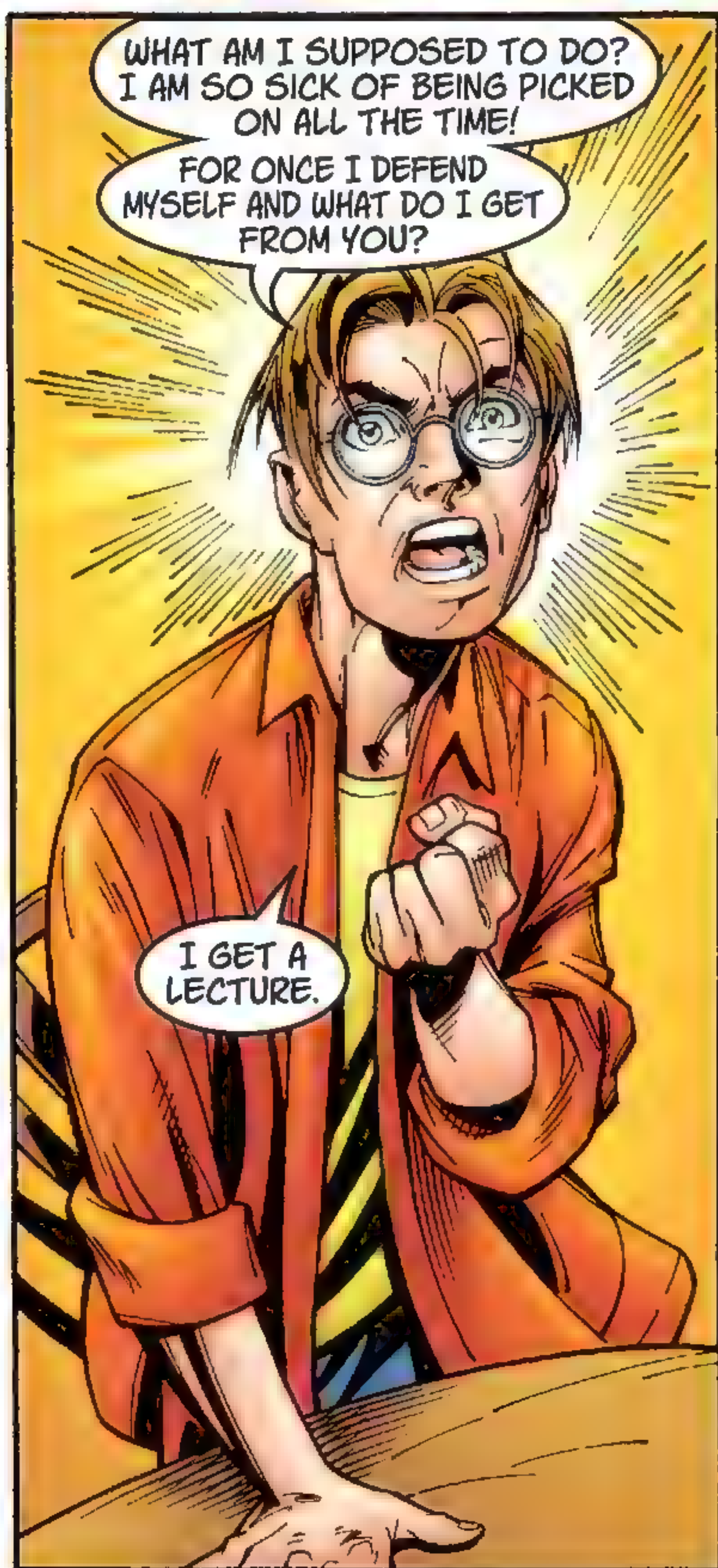


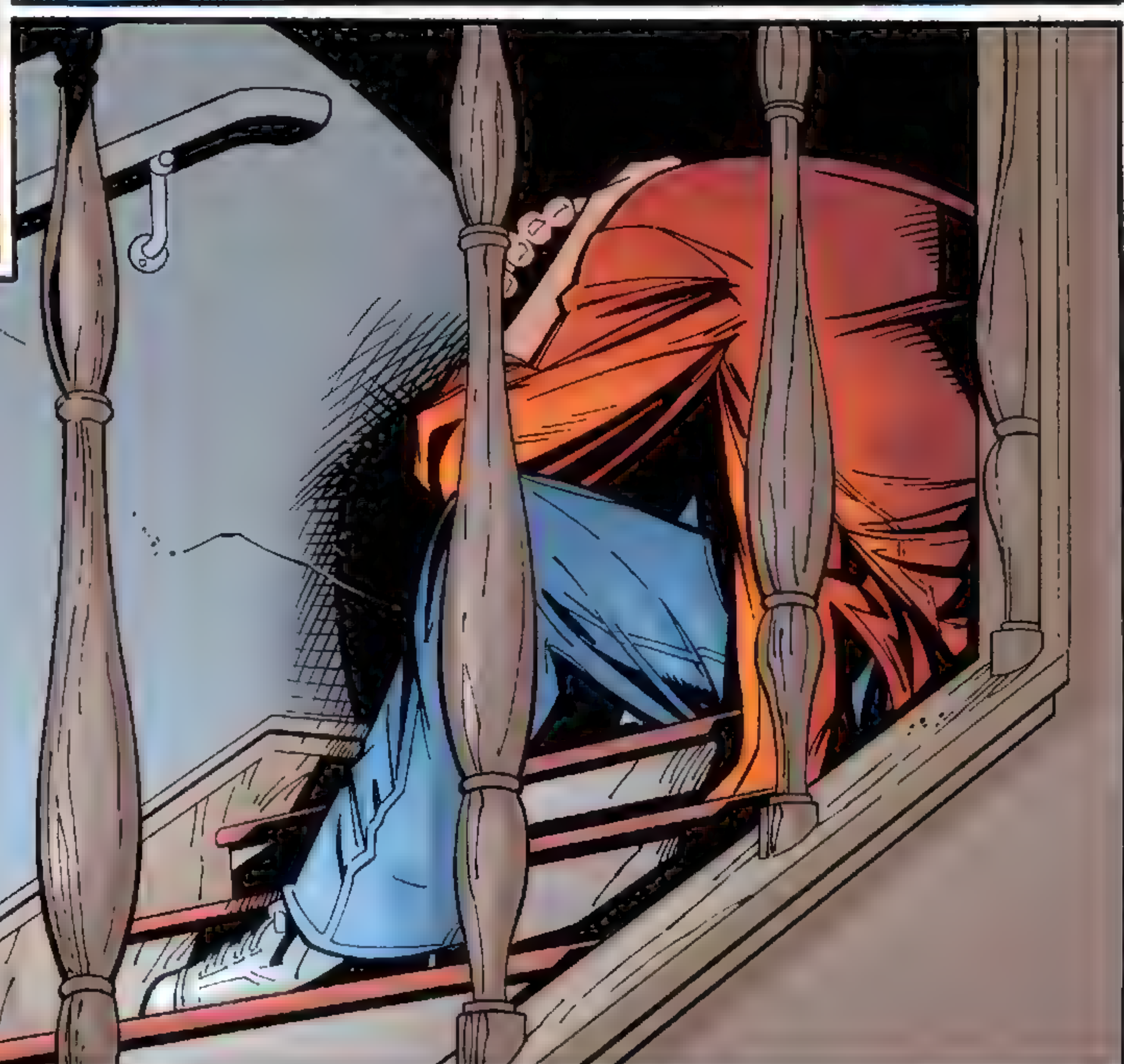
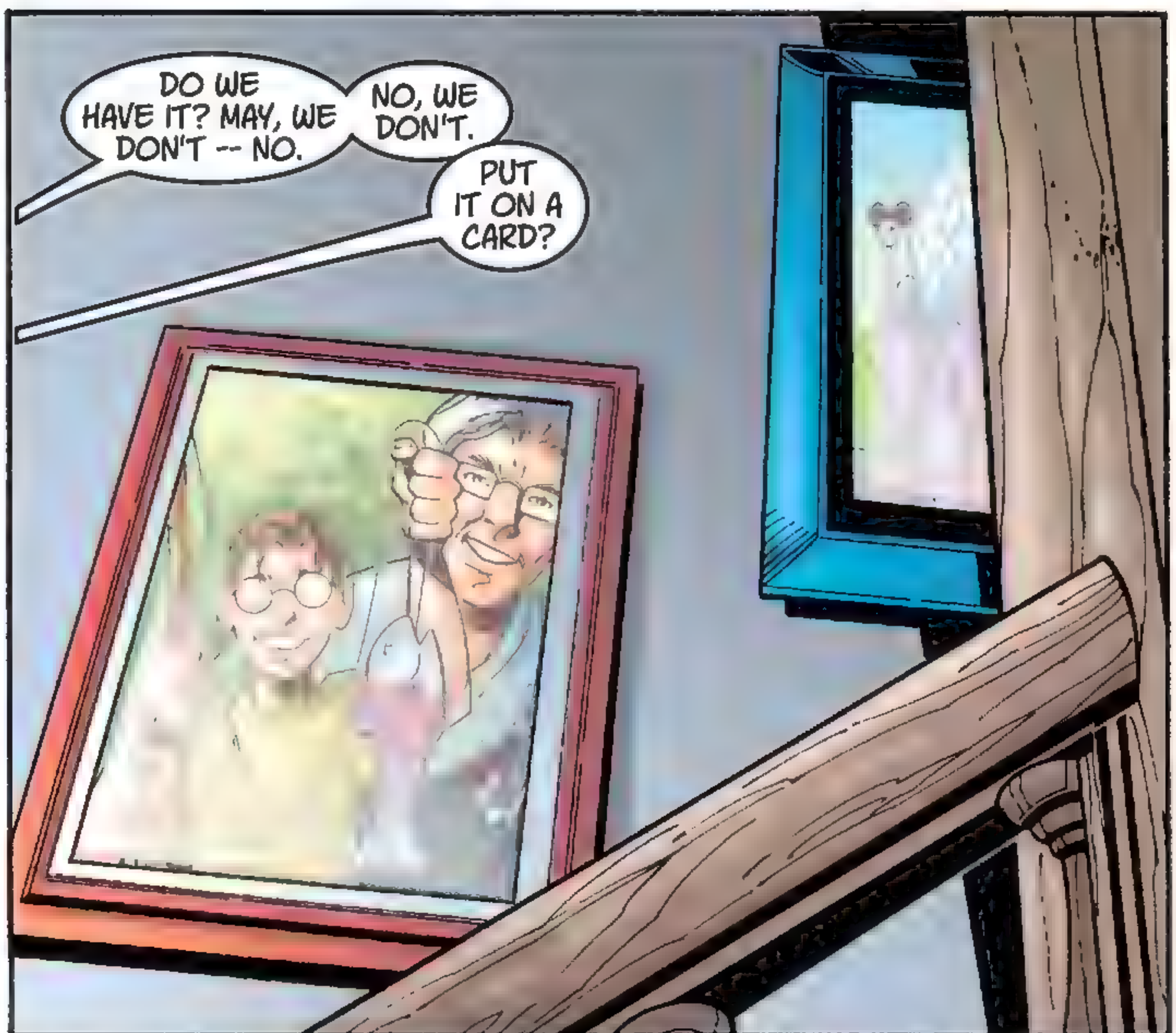
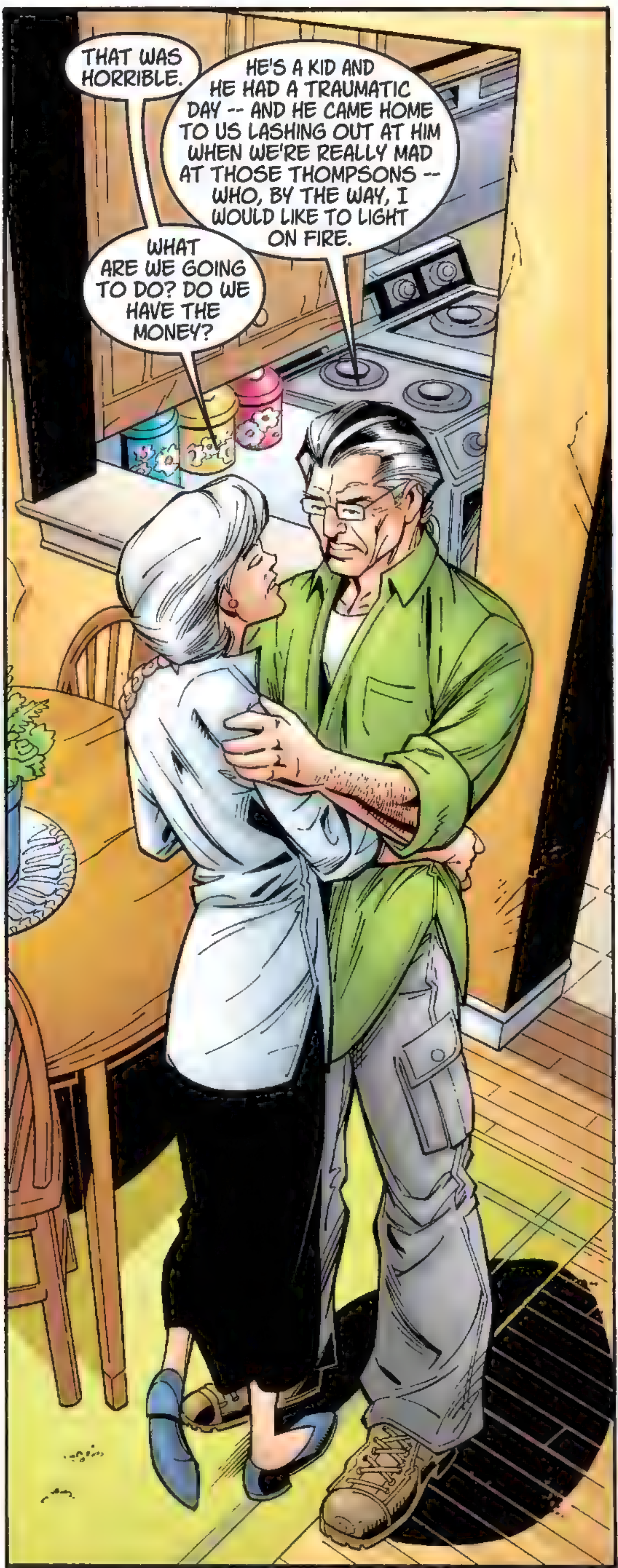
GOOD, SEE YOU KIDS AFTER SCHOOL.

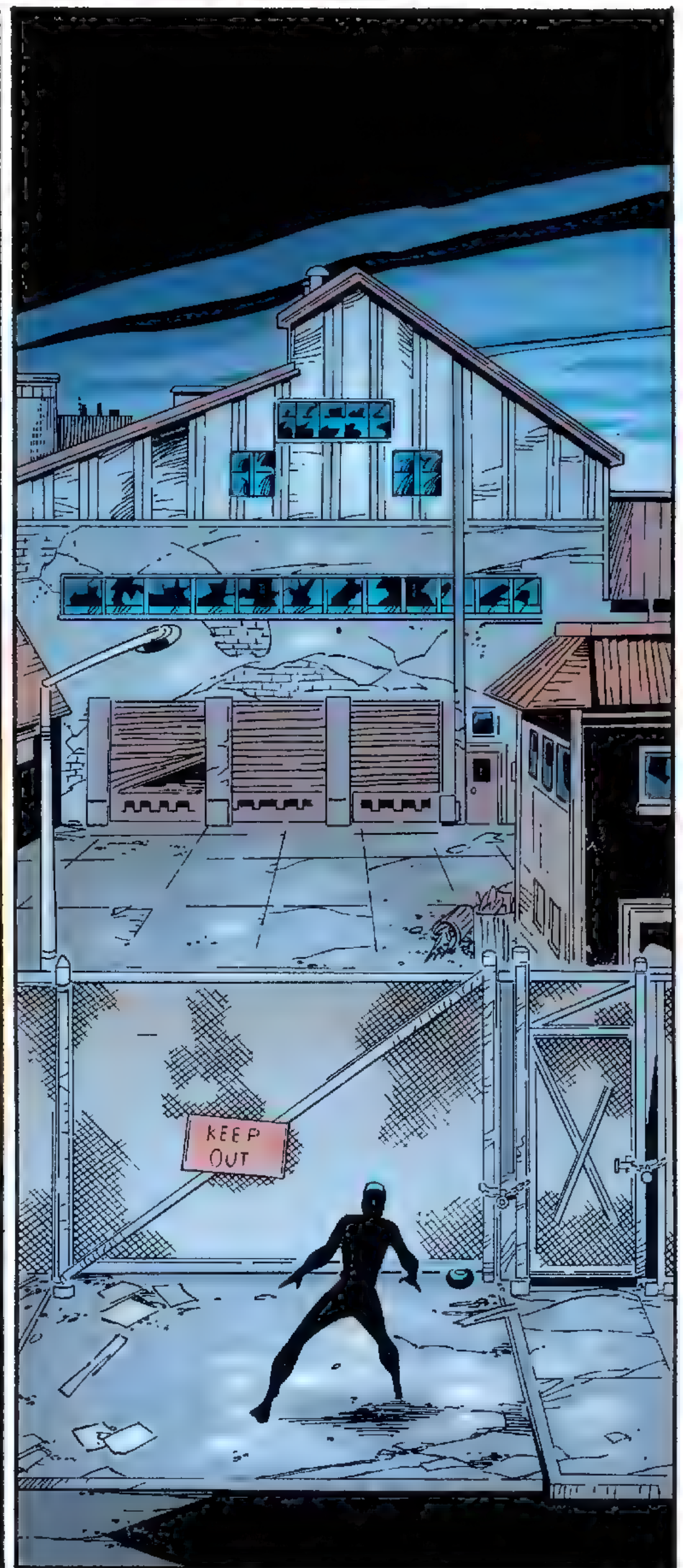
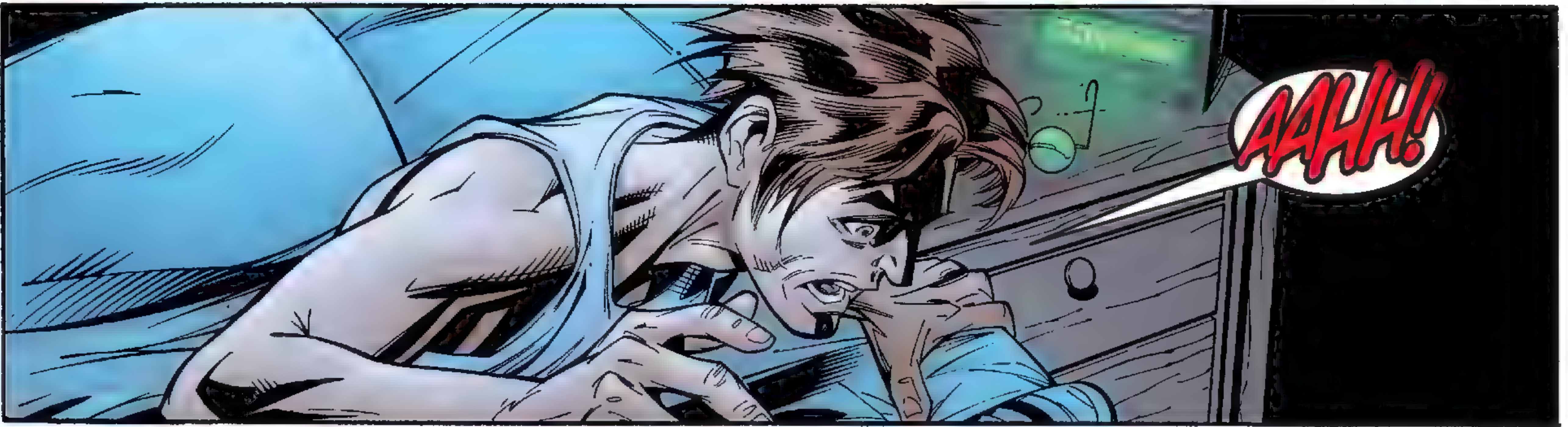


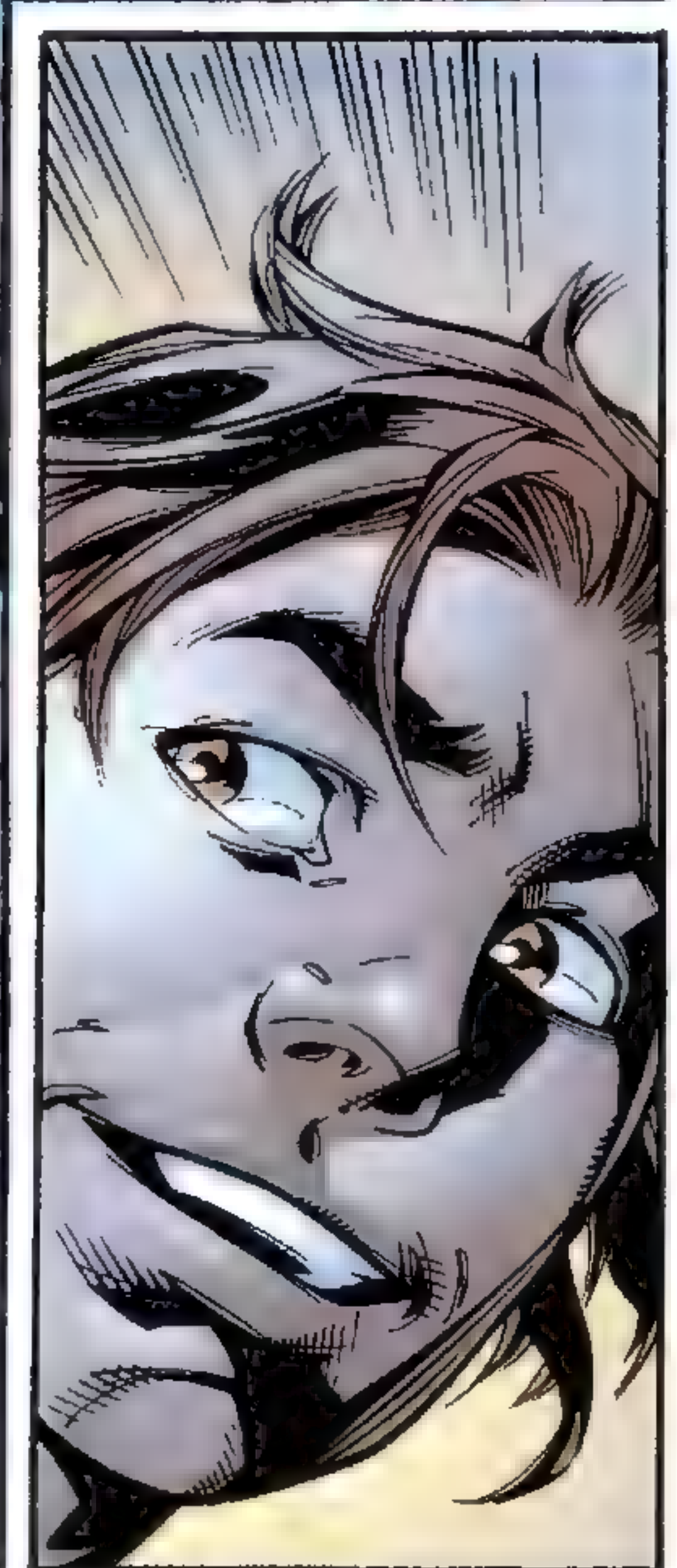
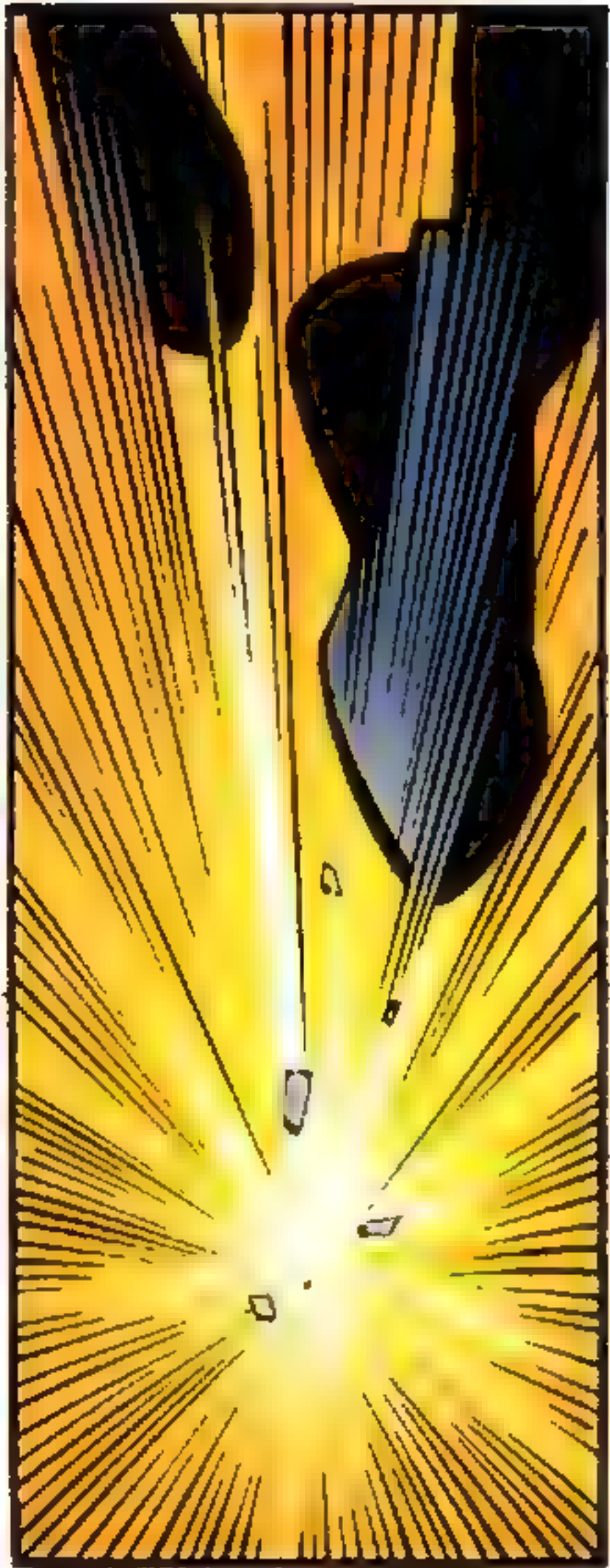
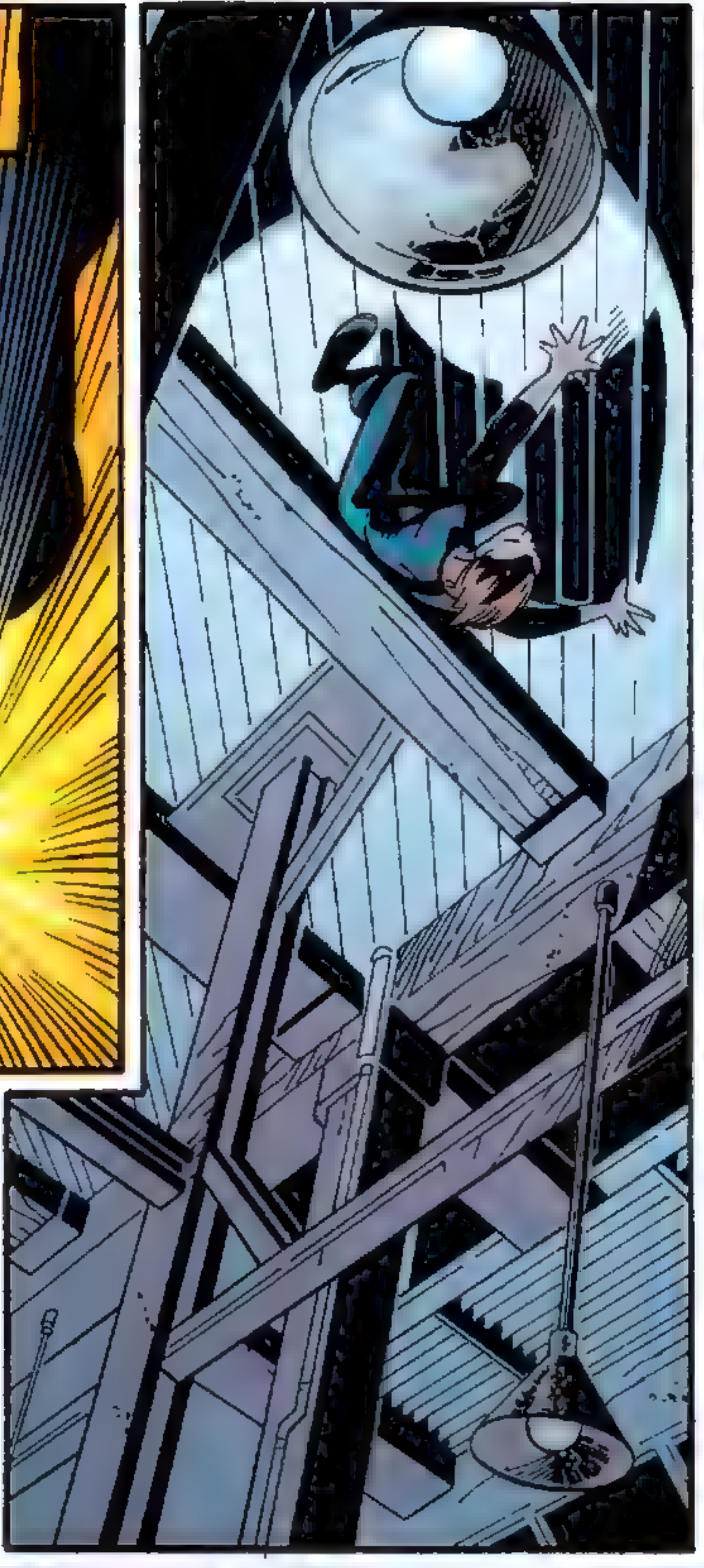
OKAY.

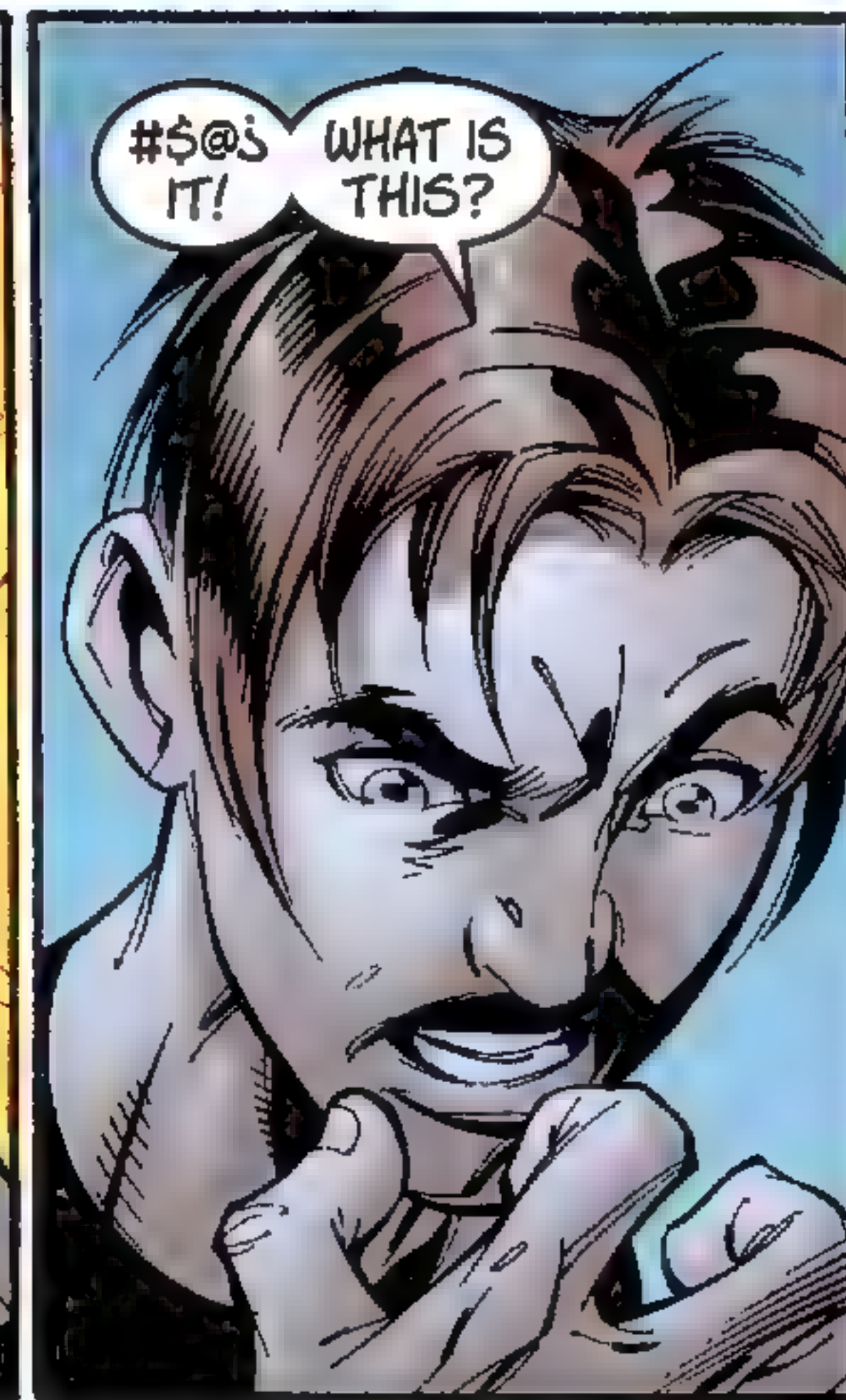
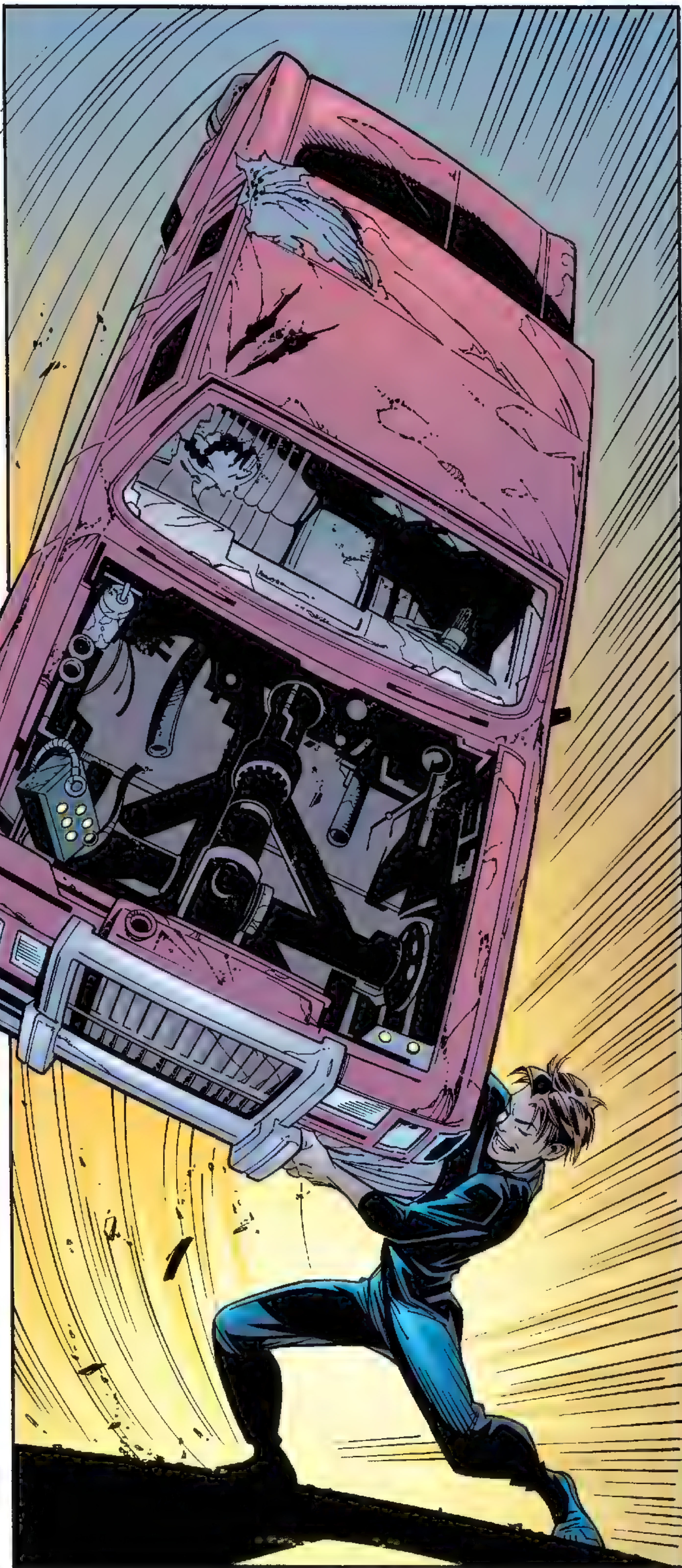
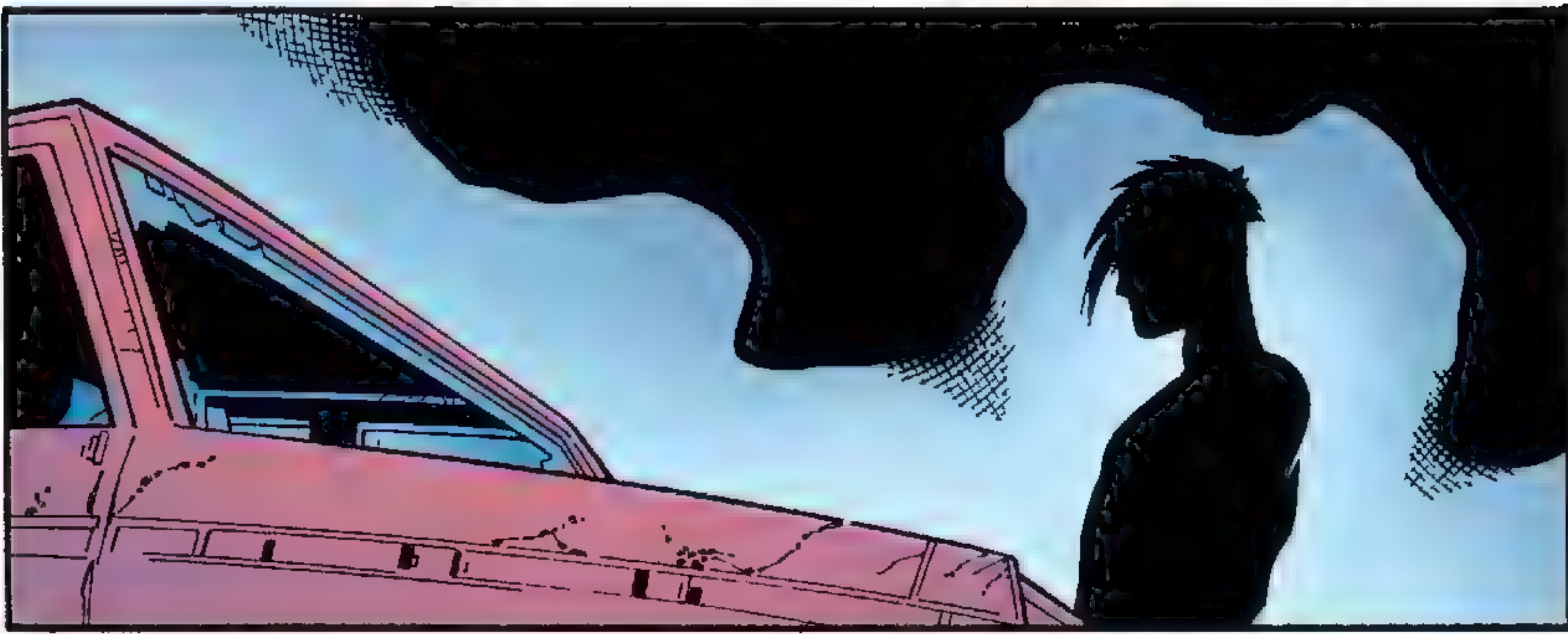


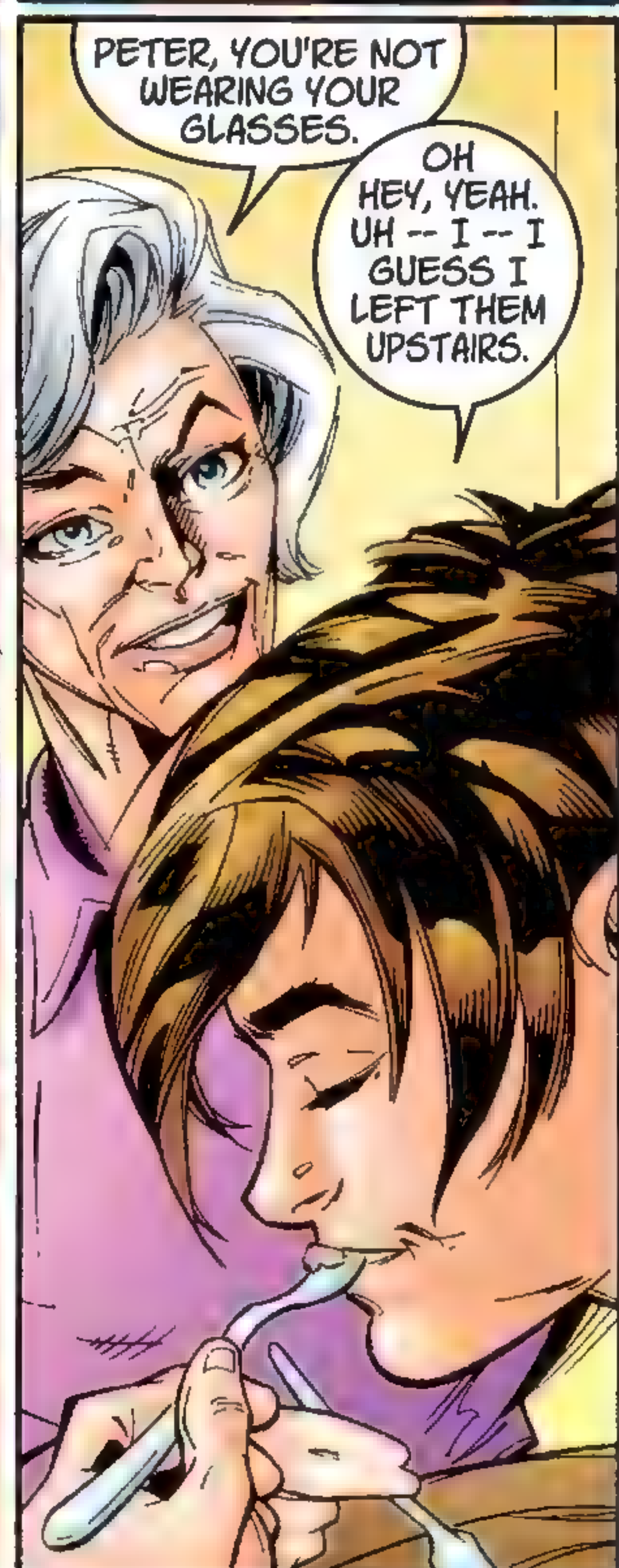
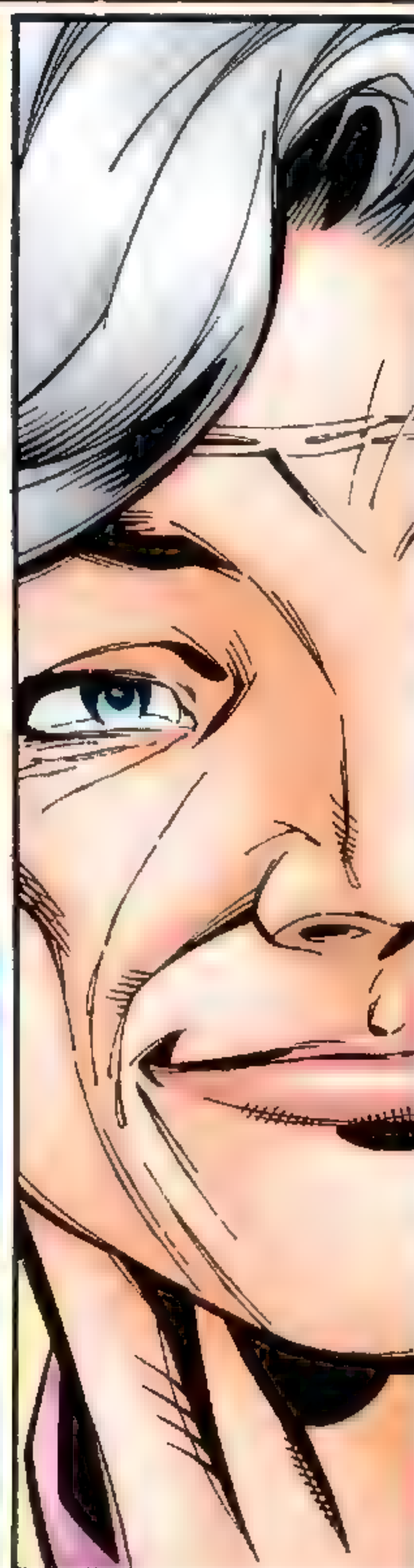
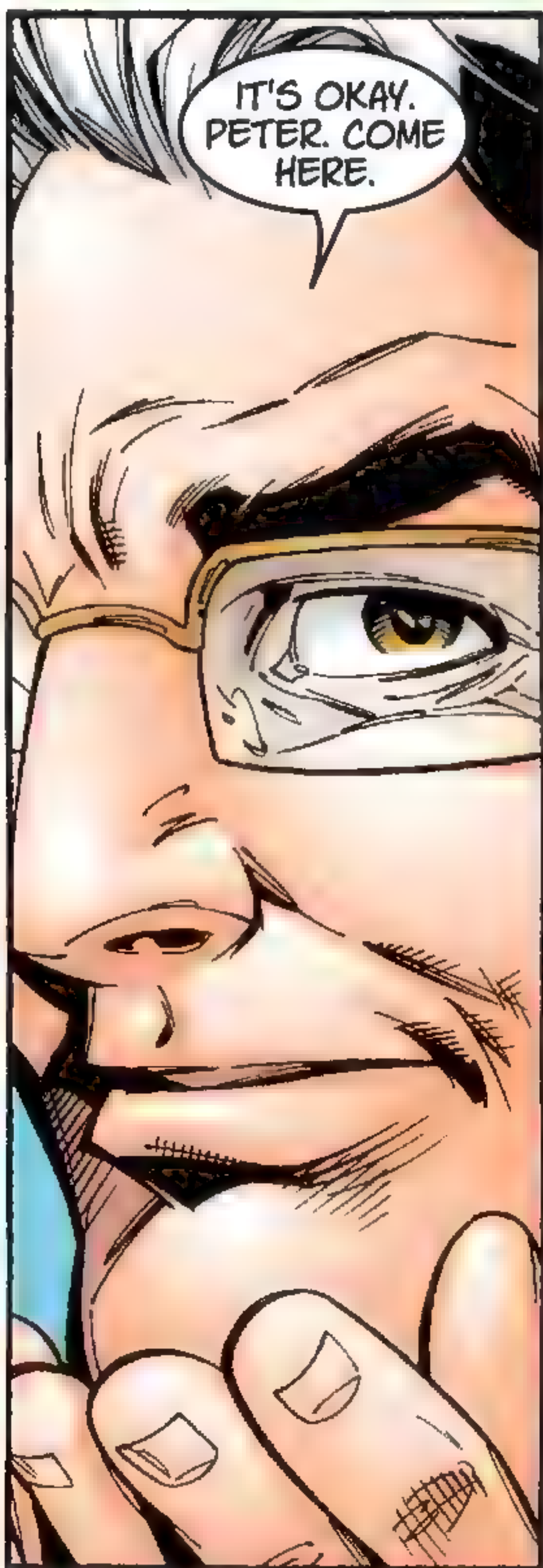
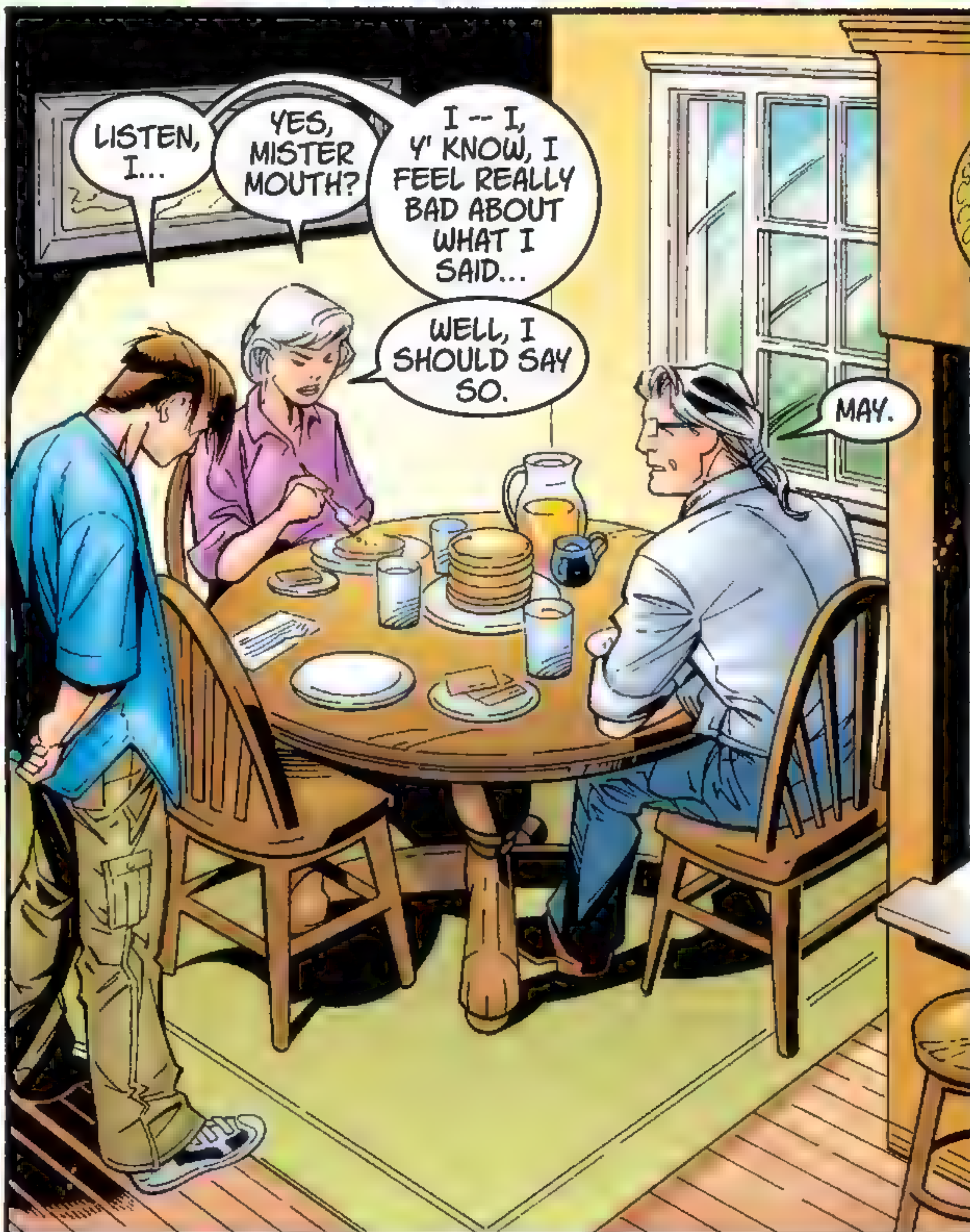
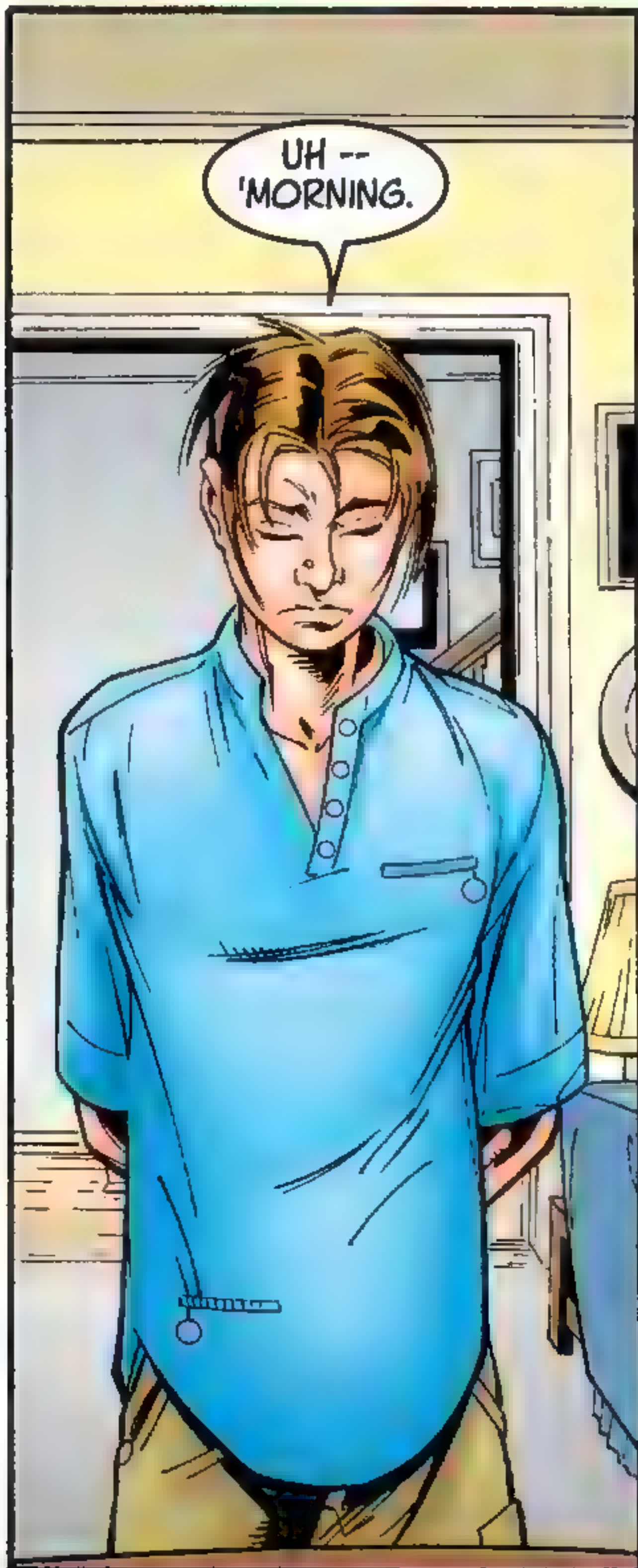
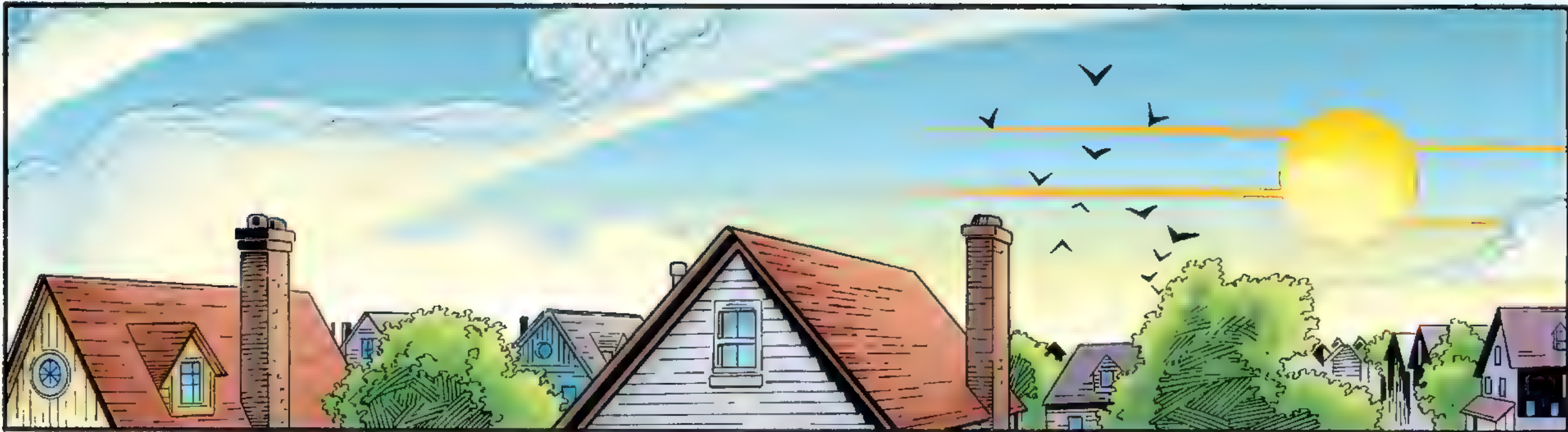






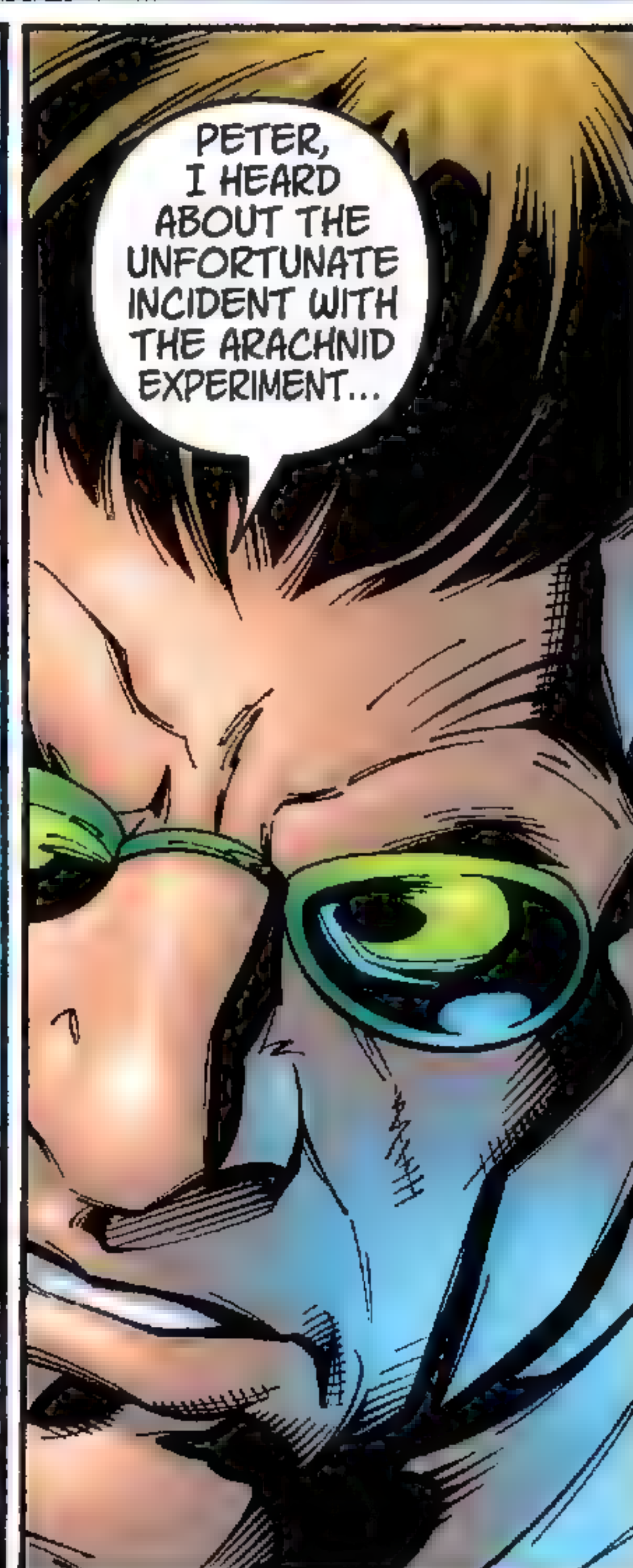
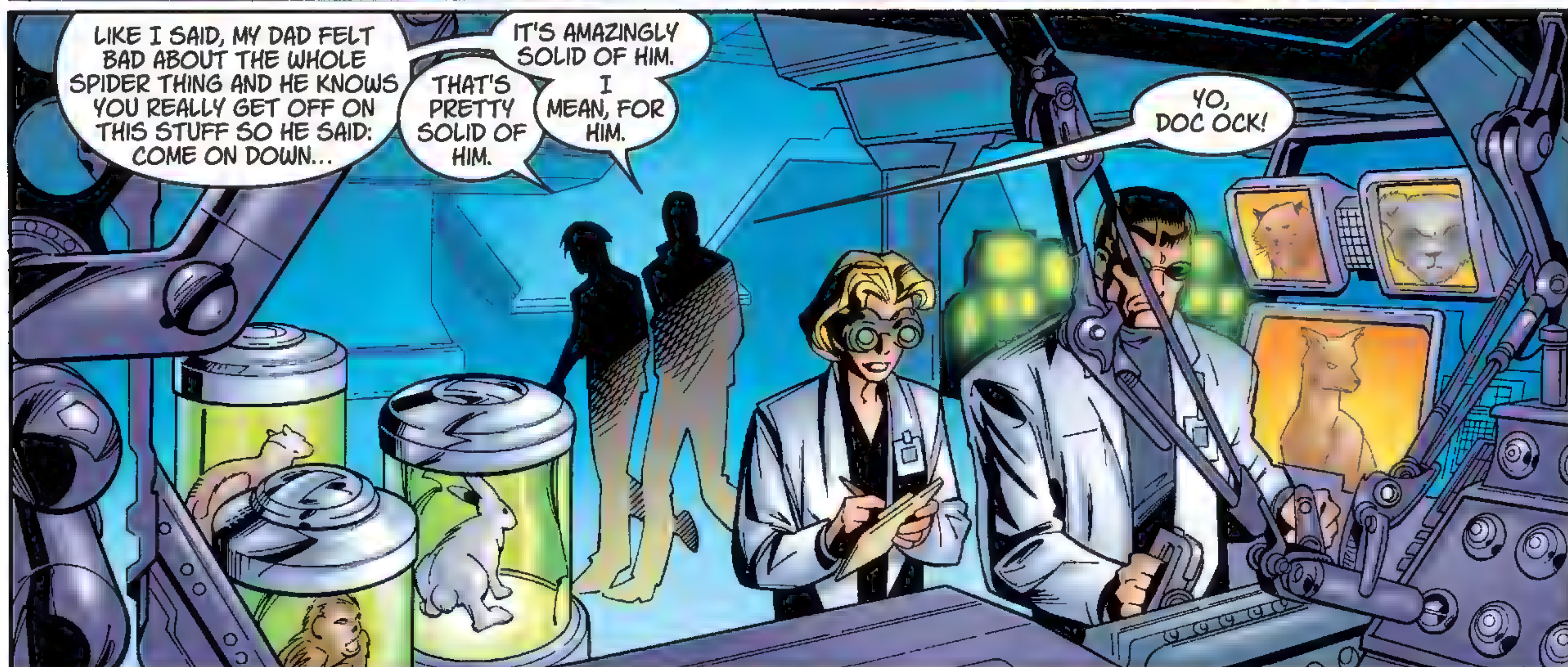
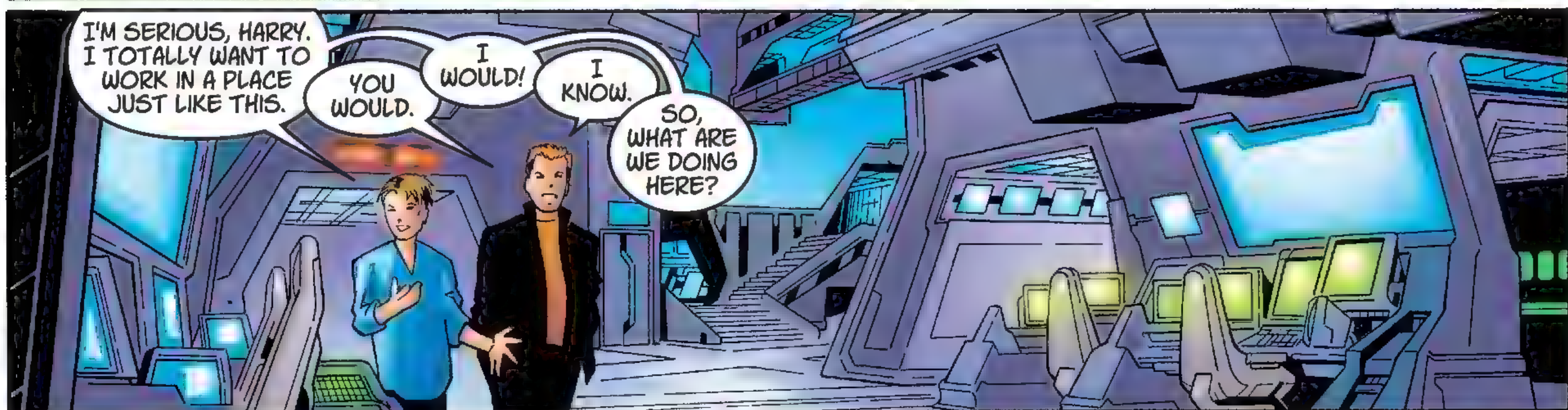


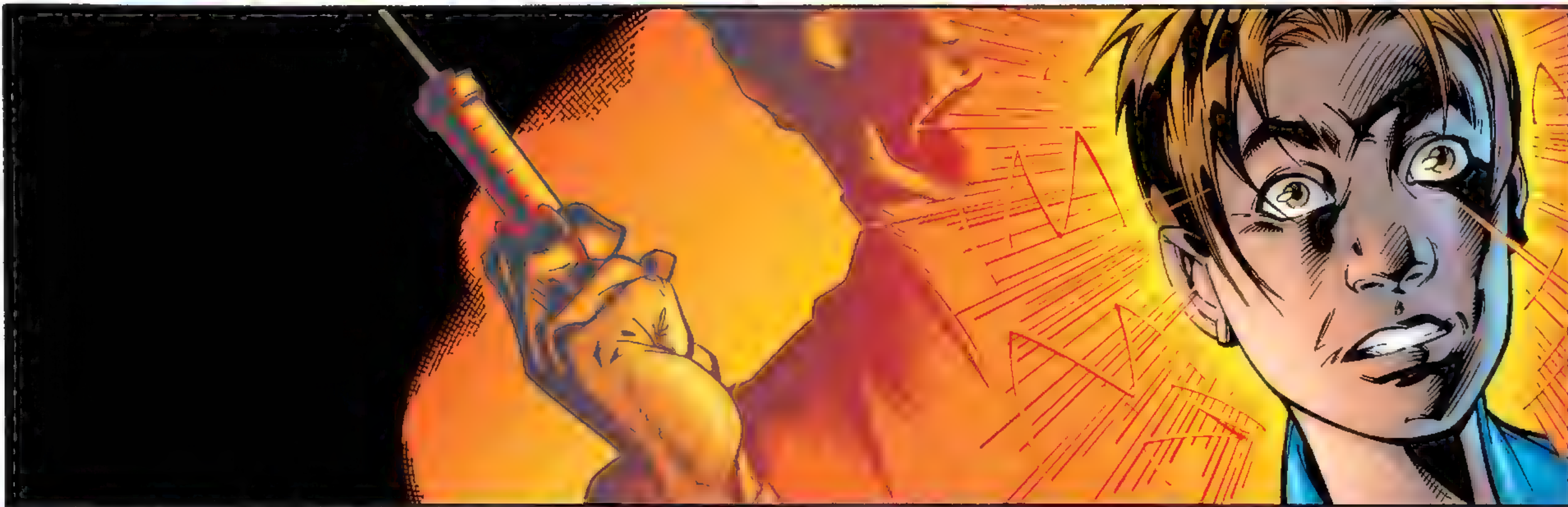


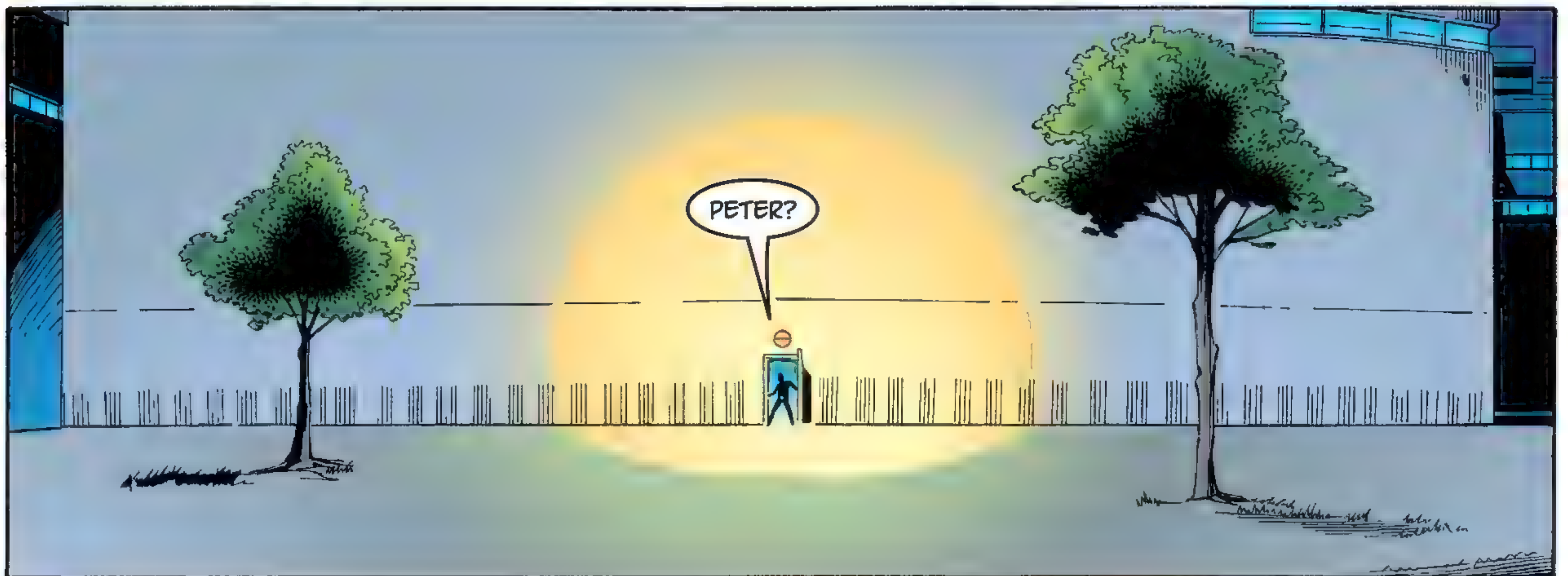
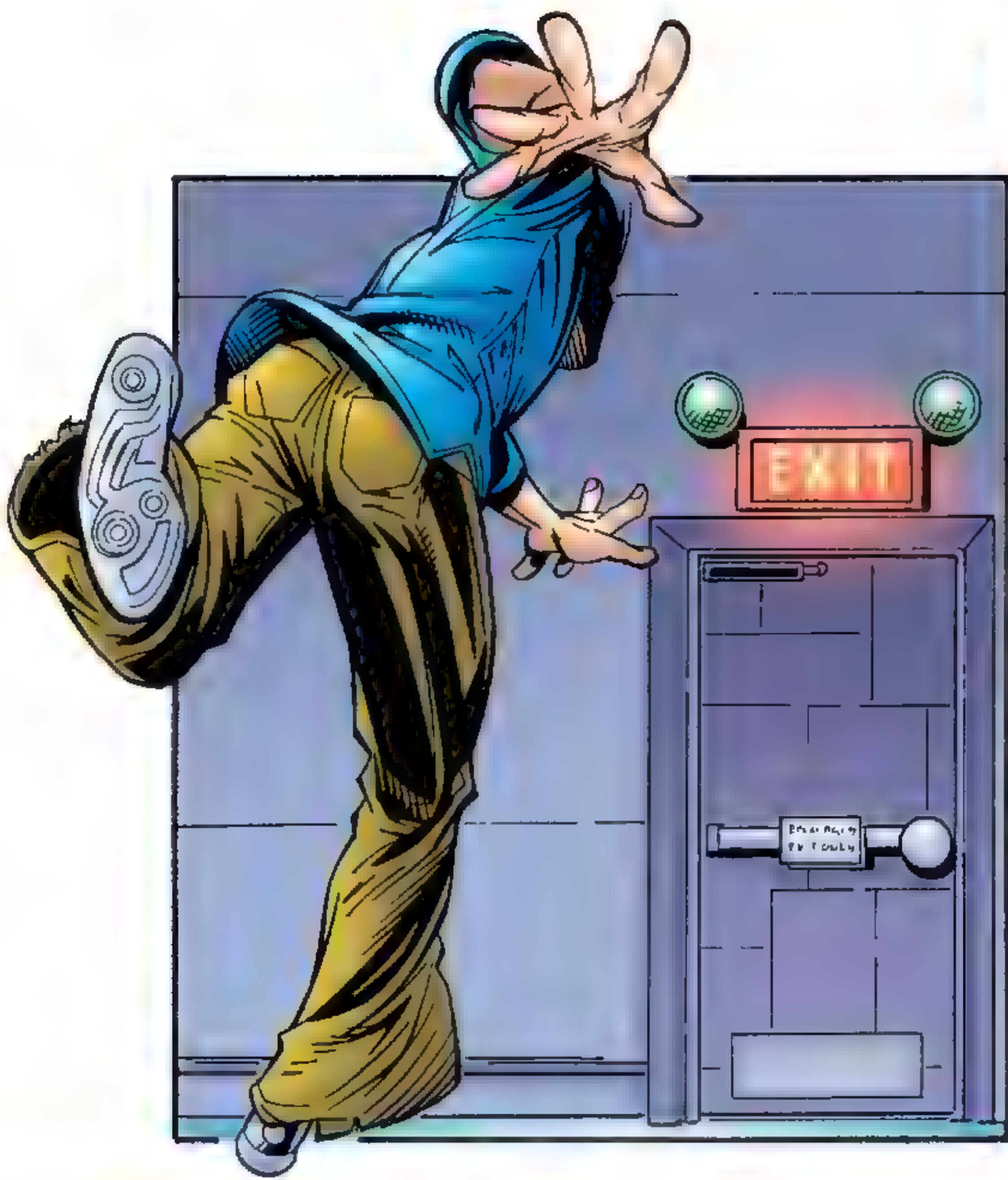


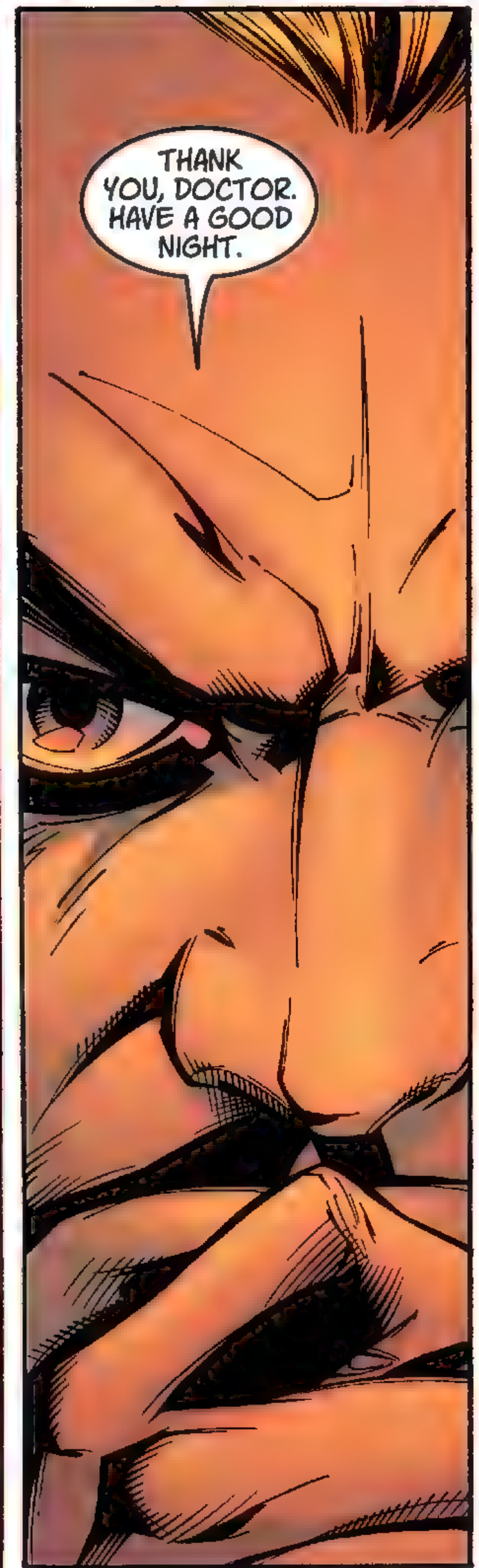
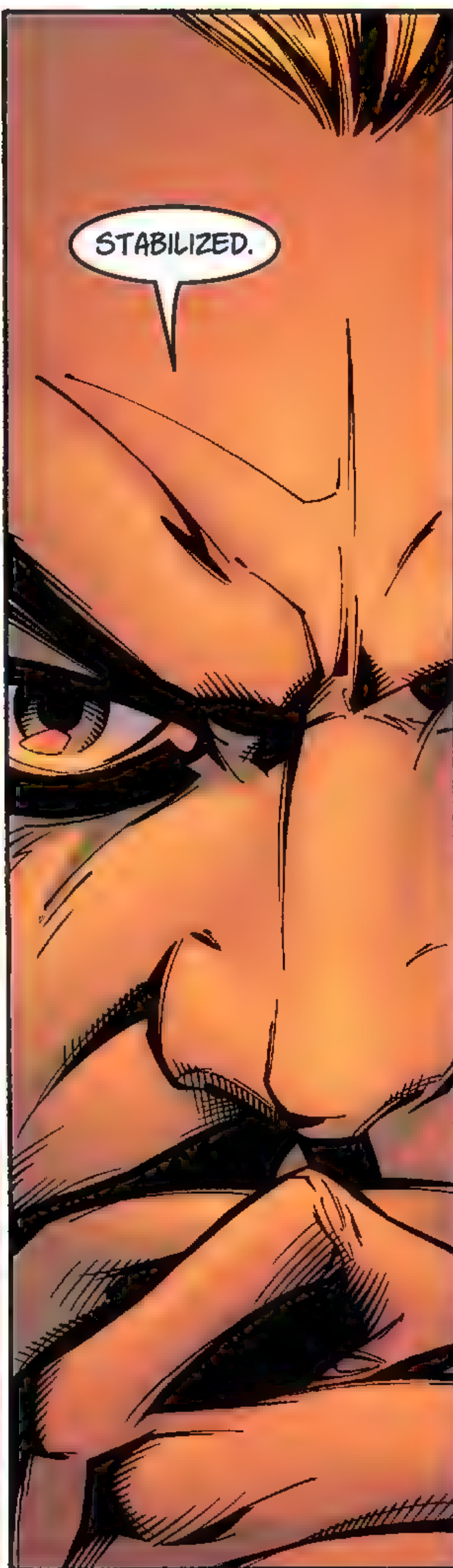
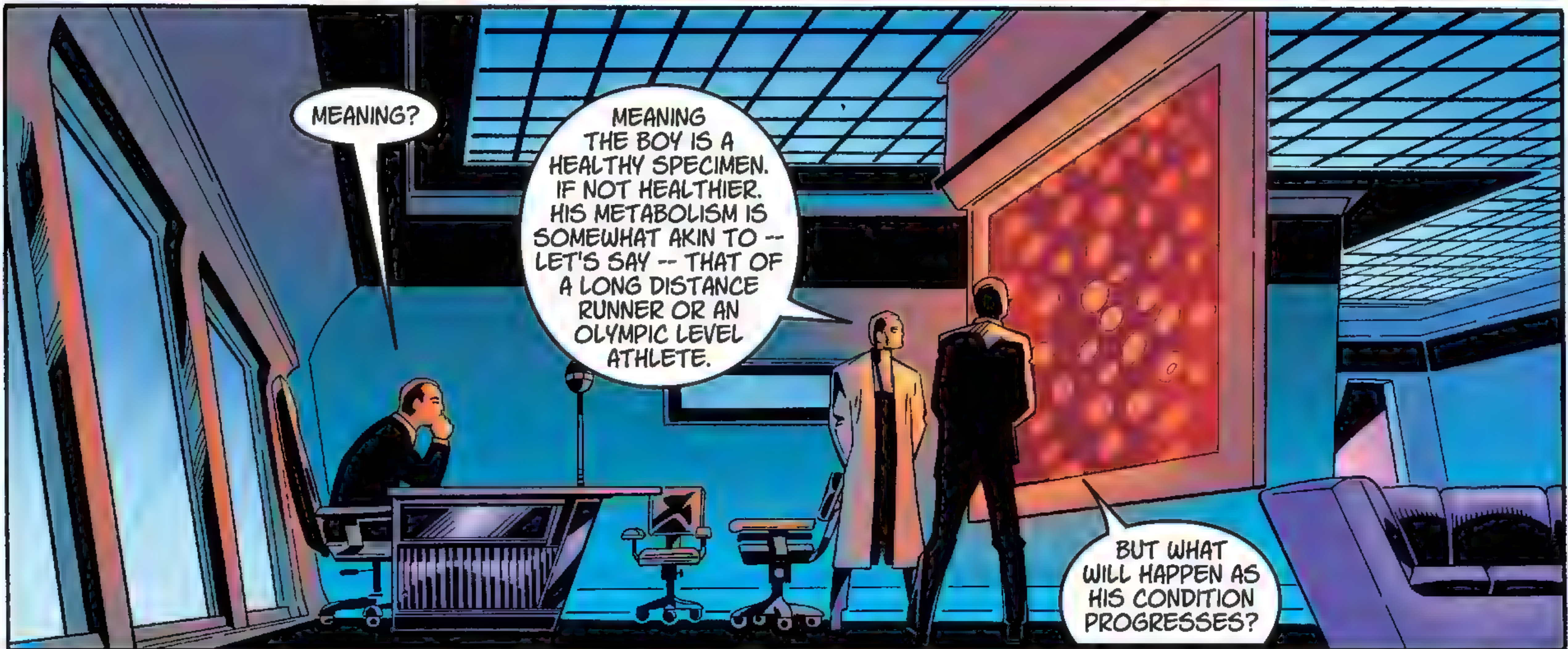
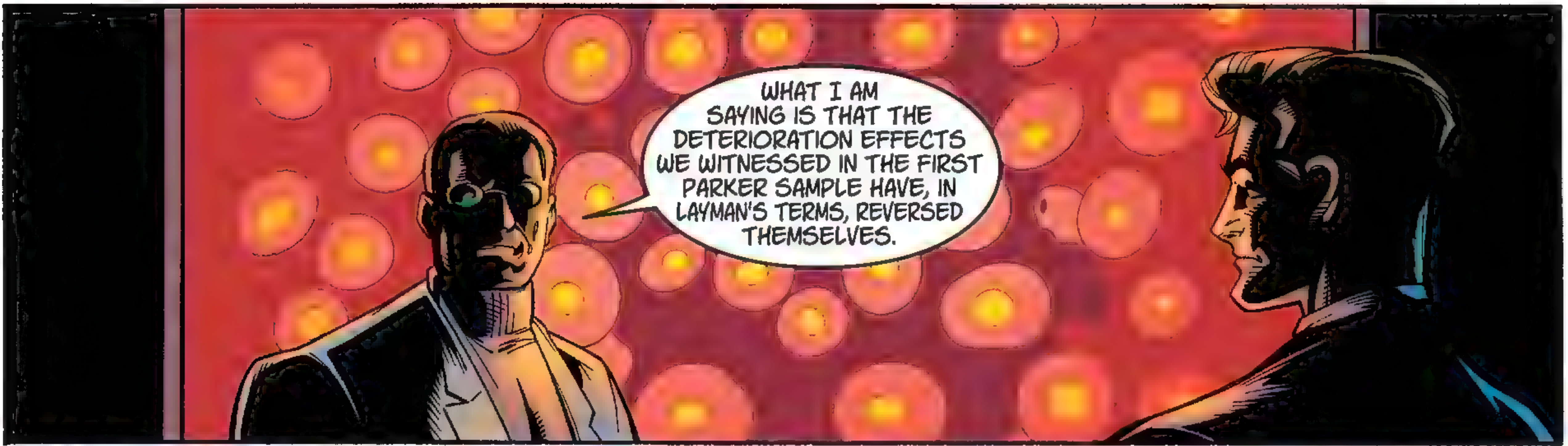
OSBORN INDUSTRIES

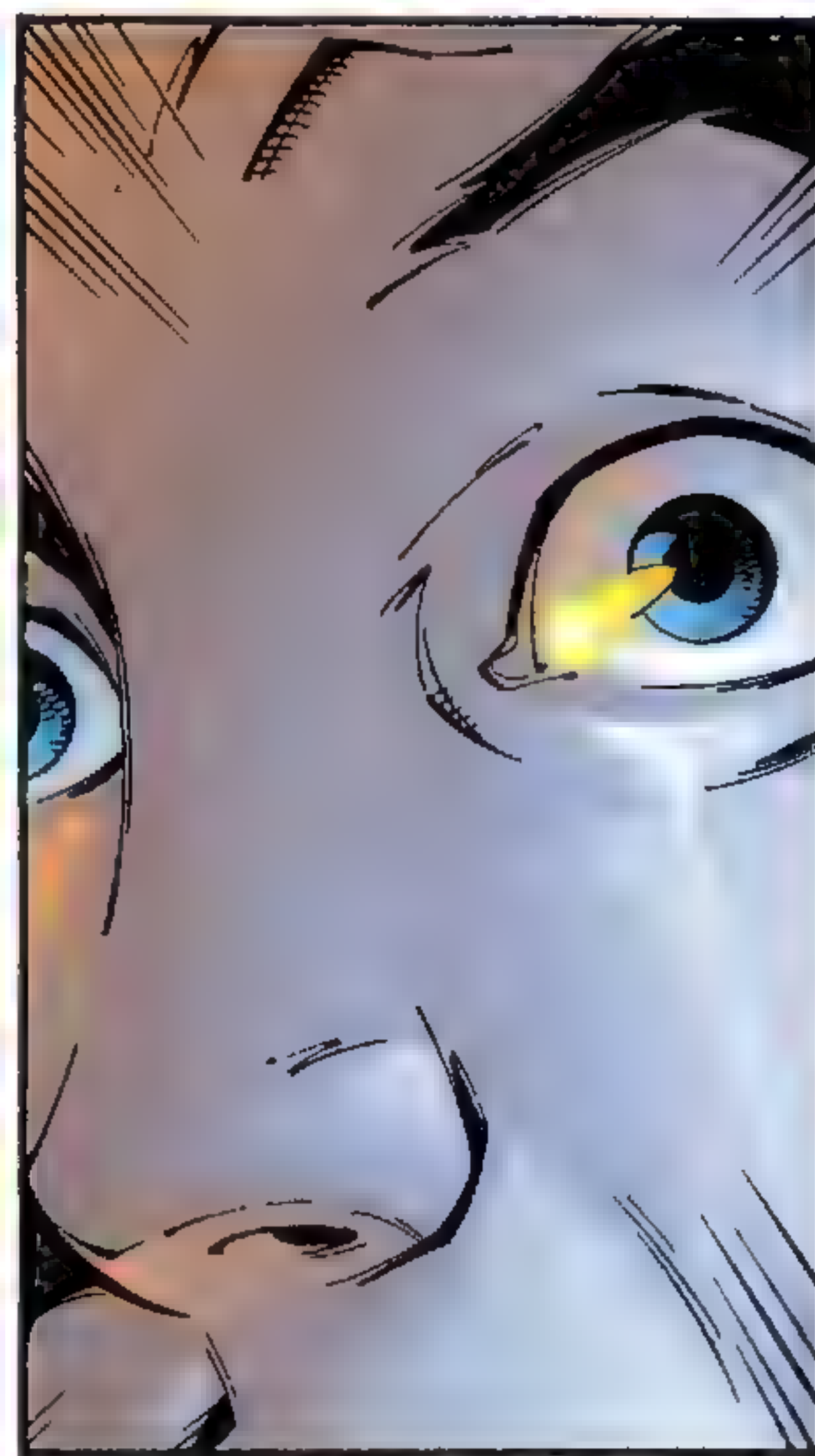
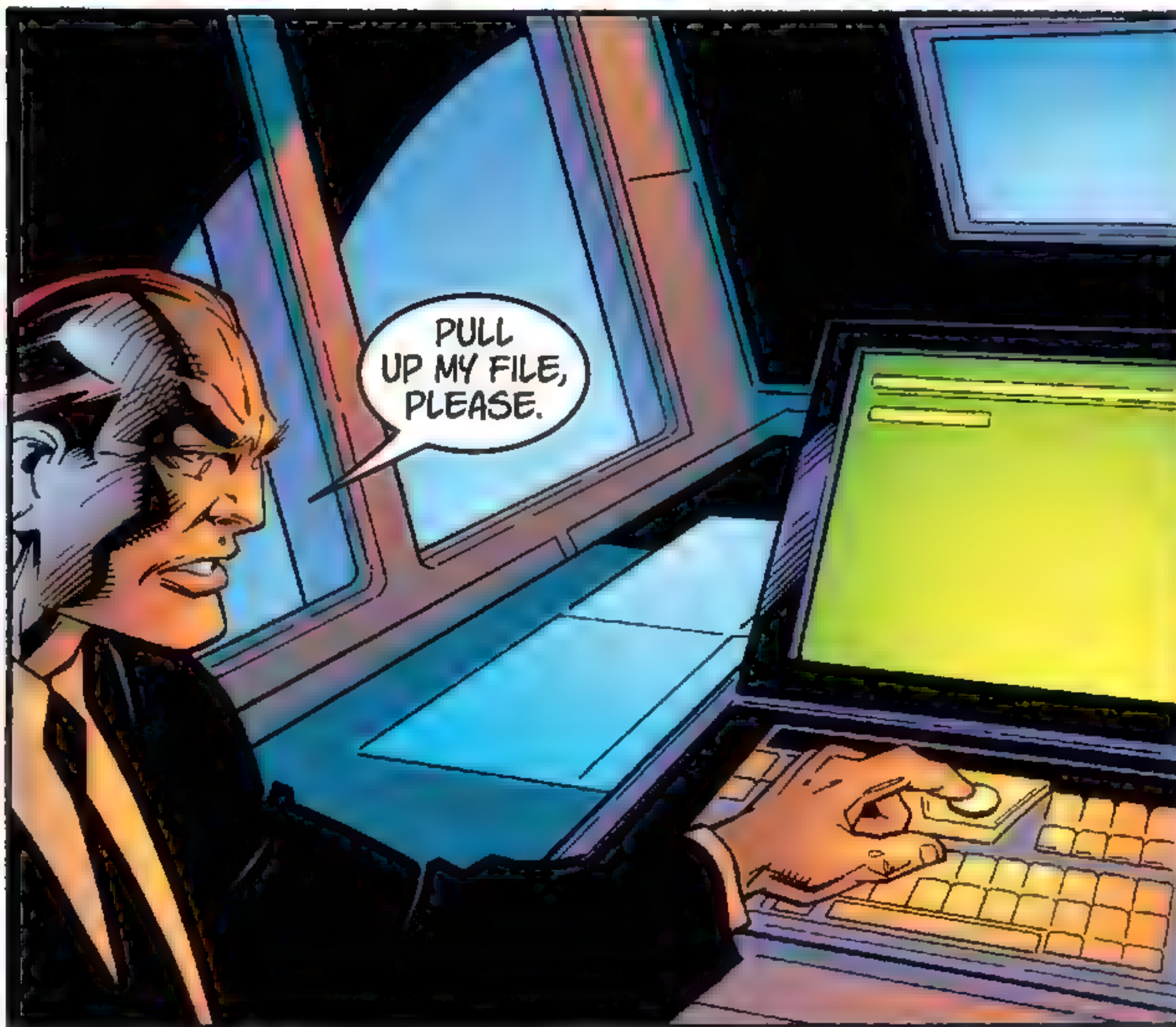
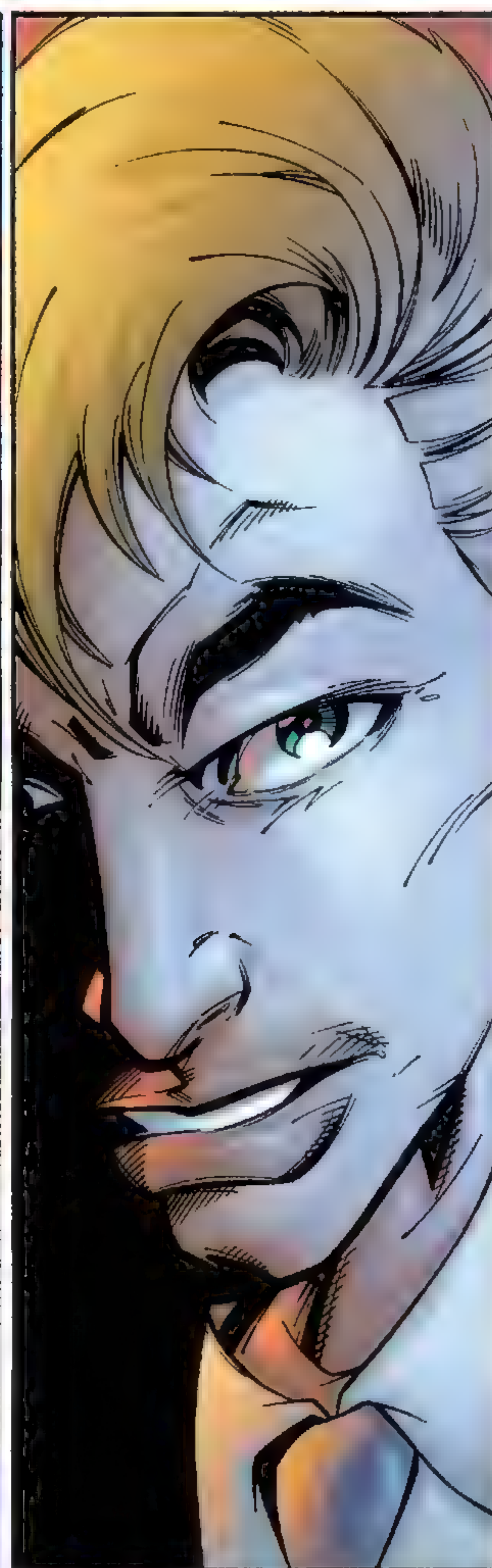
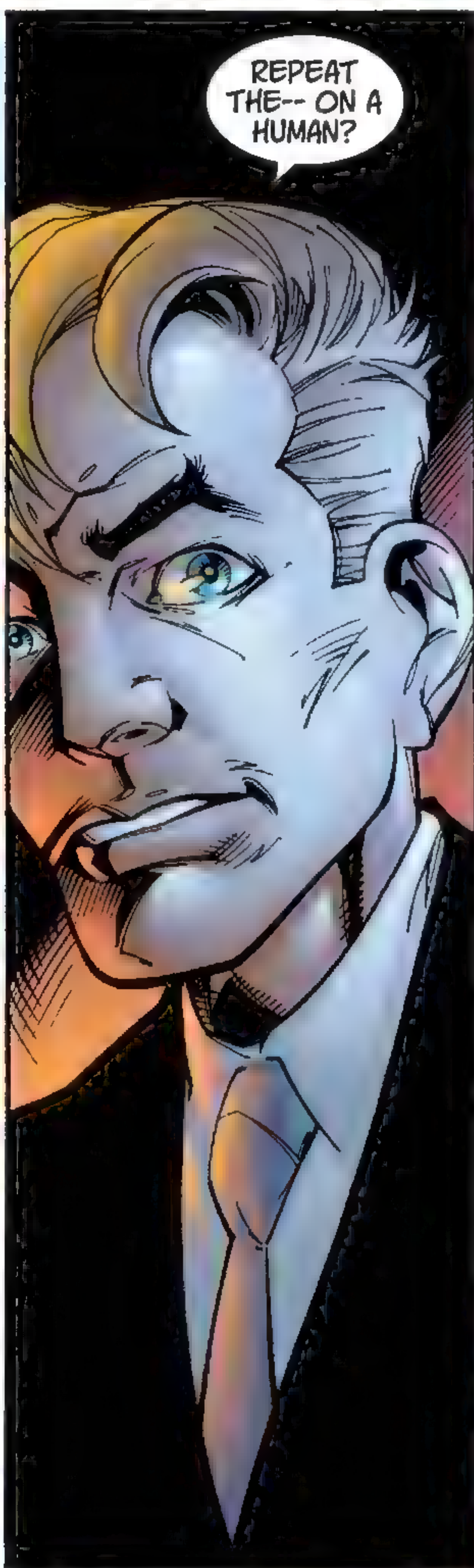
WORKING TOWARD YOUR FUTURE











3



"RIGHT THERE --
YES.

"RIGHT THERE WE CAN SEE
WHERE THE ARACHNID OZ
EXPERIMENT NUMBER "OO"
BIT THAT PARKER BOY.



"INITIALLY, THE BIOLOGICAL
EFFECTS TO THE PARKER
BOY WERE NEGATIVE.
VERY NEGATIVE.

"AND HIS CHANCE
FOR SURVIVAL WAS
VERY SLIM. FATAL.

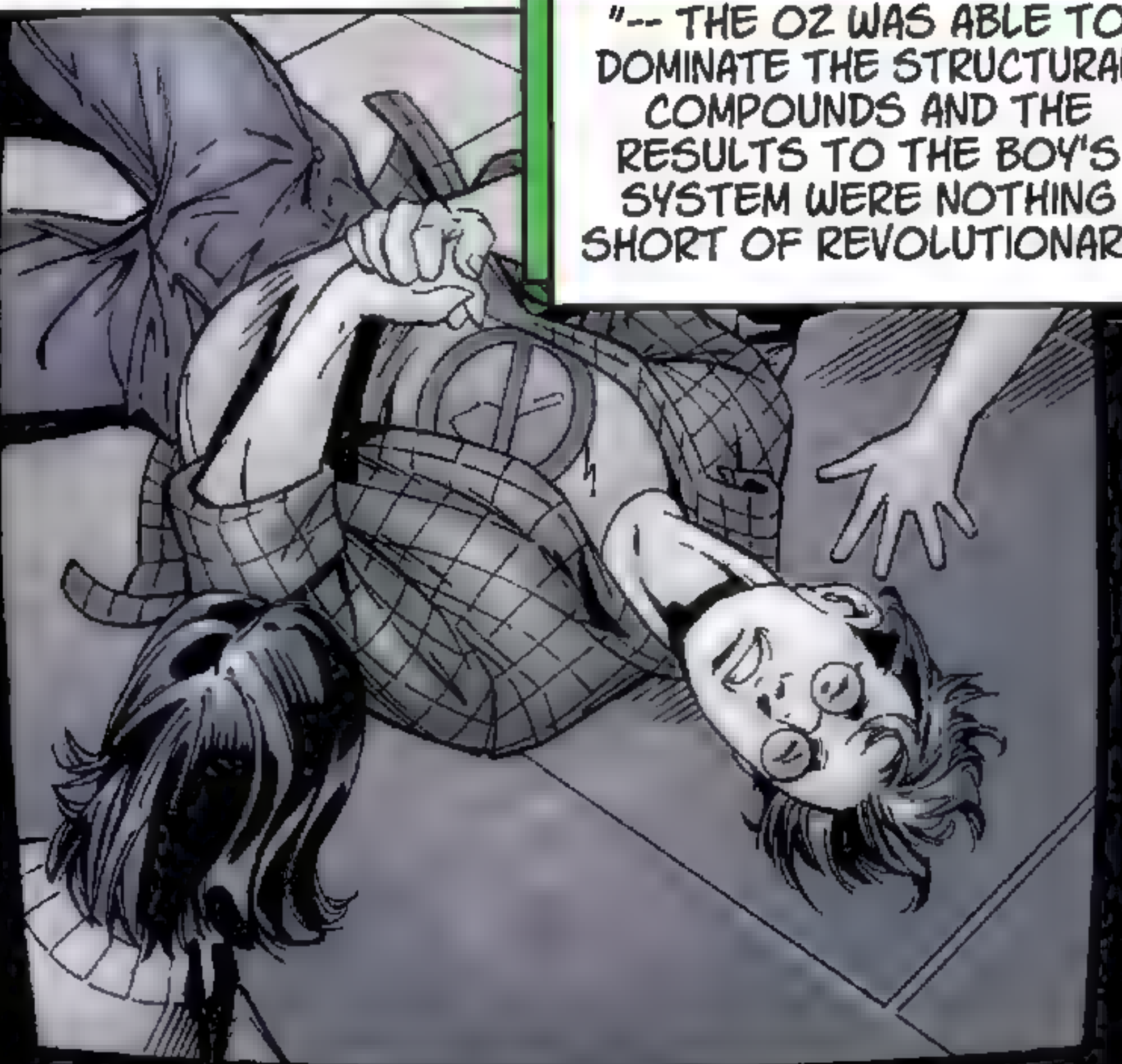


"BUT WE NOW BELIEVE THAT IT
WAS THE MIXTURE OF SPIDER
VENOM WITH THE OZ THAT
CREATED THE ADVERSE EFFECTS
TO THE BOY'S SYSTEM.



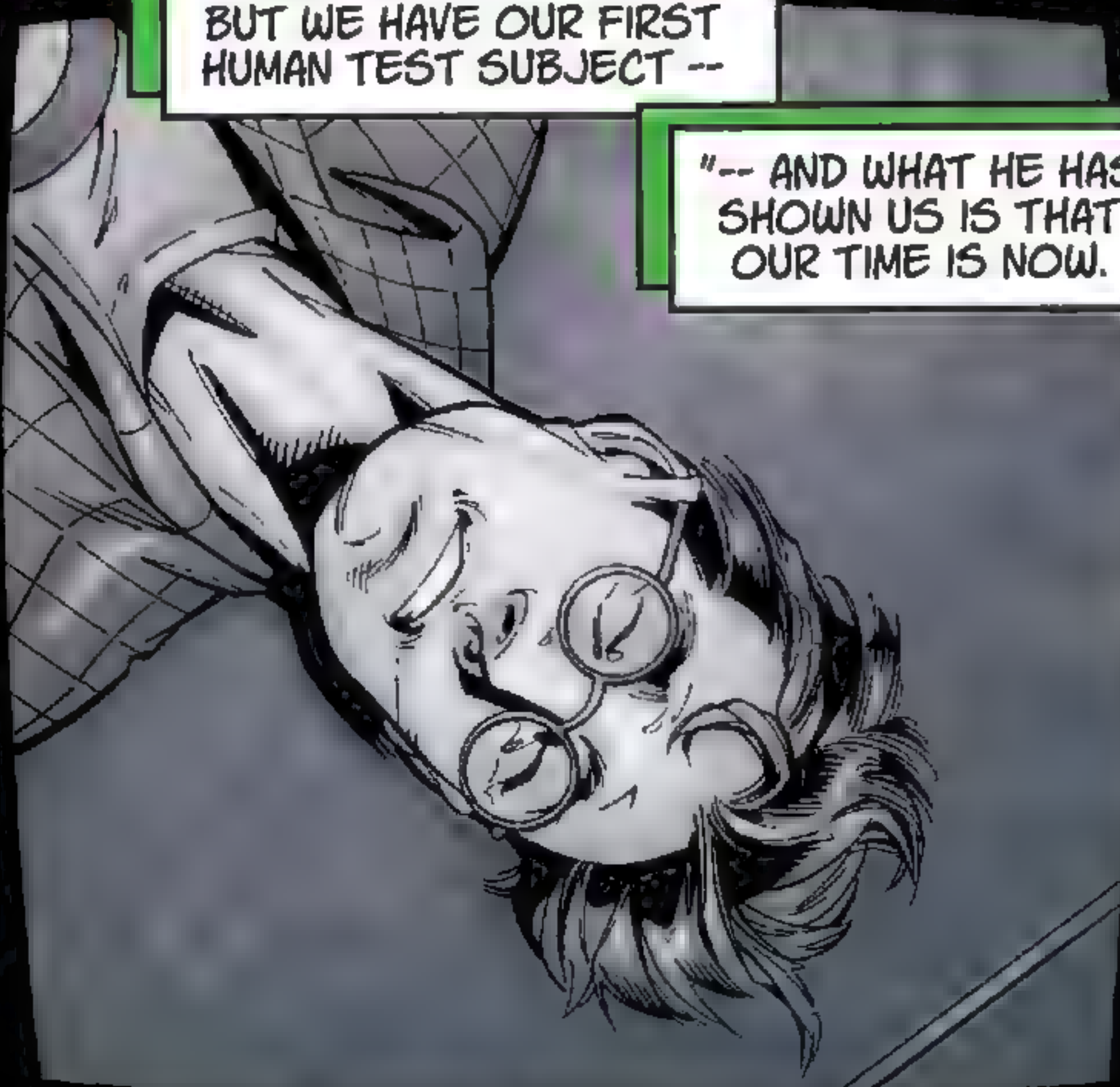
"BUT EVEN WITH THE UNTESTED MIXTURE
OF TOXINS AND GENEALOGY --

"-- THE OZ WAS ABLE TO
DOMINATE THE STRUCTURAL
COMPOUNDS AND THE
RESULTS TO THE BOY'S
SYSTEM WERE NOTHING
SHORT OF REVOLUTIONARY.



"IT WAS AN ACCIDENT, YES,
BUT WE HAVE OUR FIRST
HUMAN TEST SUBJECT --

"-- AND WHAT HE HAS
SHOWN US IS THAT
OUR TIME IS NOW.



"TURN IT OFF,
PLEASE."





WE MAY VERY WELL HOLD IN OUR HANDS THE KEY THAT UNLOCKS THE NEXT STEP OF HUMAN EVOLUTION.

AND BY WE, OF COURSE, I MEAN ME.

I WOULD LIKE TO RECREATE THE PARKER OZ ACCIDENT UNDER MORE SCIENTIFIC ENVIRONMENTS.

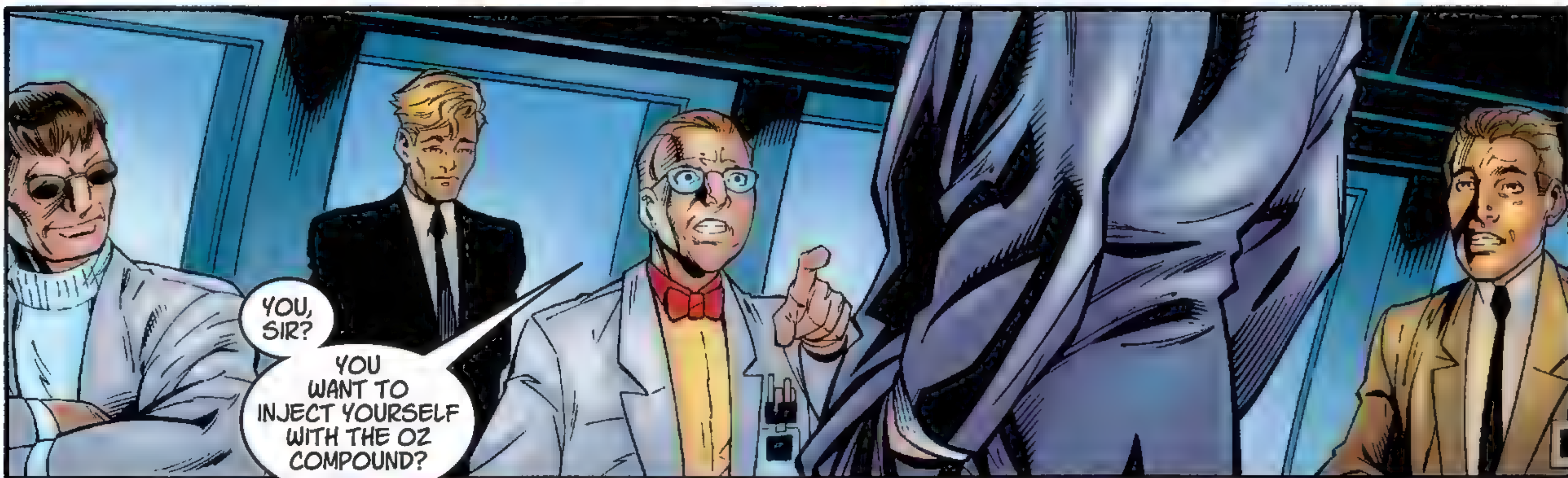
PLEASE -- CONSIDER THIS?

IF THE SPIDER VENOM GAVE PARKER THE ENHANCED STRENGTHS OF A SPIDER --

-- THEN TREATING THE OZ WITH MY OWN DNA AND INJECTING IT MAINLINE -- WILL WHAT?

IT WILL GIVE ME THE ENHANCED STRENGTHS...

...OF ME.



YOU, SIR?

YOU WANT TO INJECT YOURSELF WITH THE OZ COMPOUND?



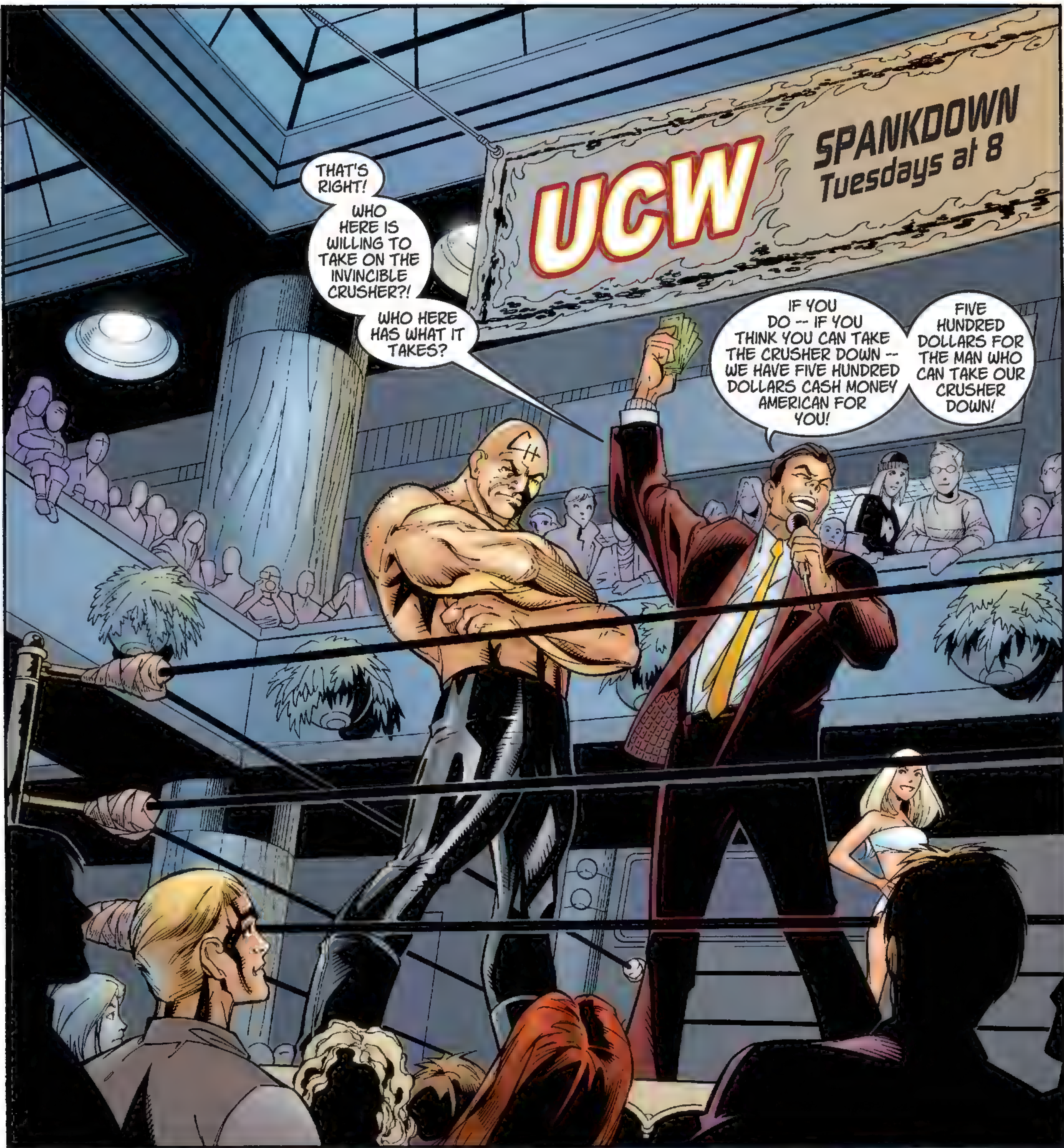
GLAD WE UNDERSTAND EACH OTHER.

LET'S CRUNCH SOME NUMBERS AND GET THIS NEXT PHASE ROLLING ALONG.





WANNABE



THAT'S RIGHT!

WHO HERE IS WILLING TO TAKE ON THE INVINCIBLE CRUSHER?!

WHO HERE HAS WHAT IT TAKES?

IF YOU DO -- IF YOU THINK YOU CAN TAKE THE CRUSHER DOWN -- WE HAVE FIVE HUNDRED DOLLARS CASH MONEY AMERICAN FOR YOU!

FIVE HUNDRED DOLLARS FOR THE MAN WHO CAN TAKE OUR CRUSHER DOWN!

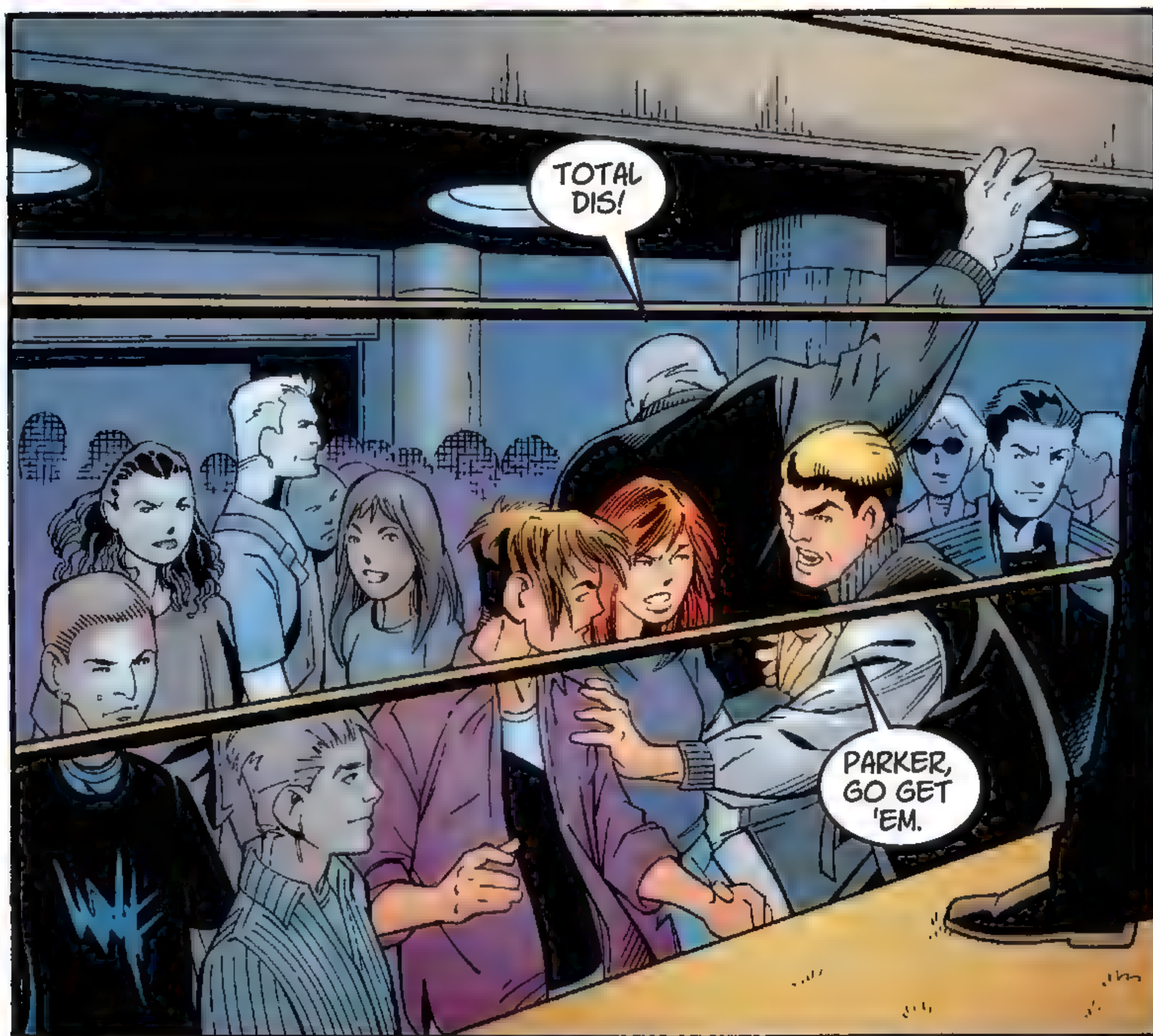


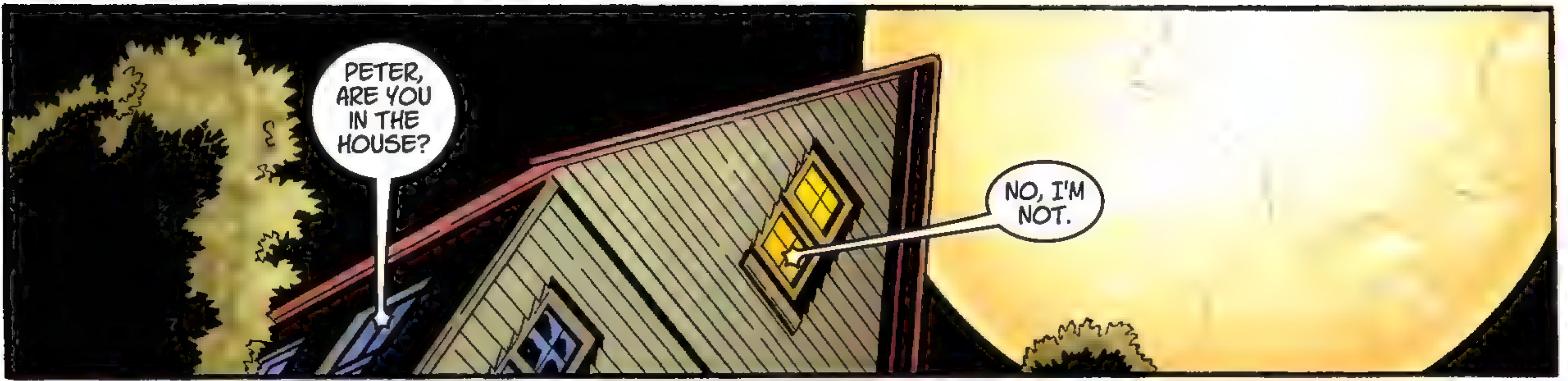
OH MY.

I GOTTA GET ME THAT BANK, BRO.

DO IT, DUDE.

SHOW 'EM HOW IT'S DONE, KONG!







HEY,
MEDICINE
BALL, YA
READY FOR
ME?



YOU CAN'T JUST
JUMP IN HERE LIKE
THIS, MISTER!

HEY! I
DON'T WANT
THIS TO --
CRUSHER!



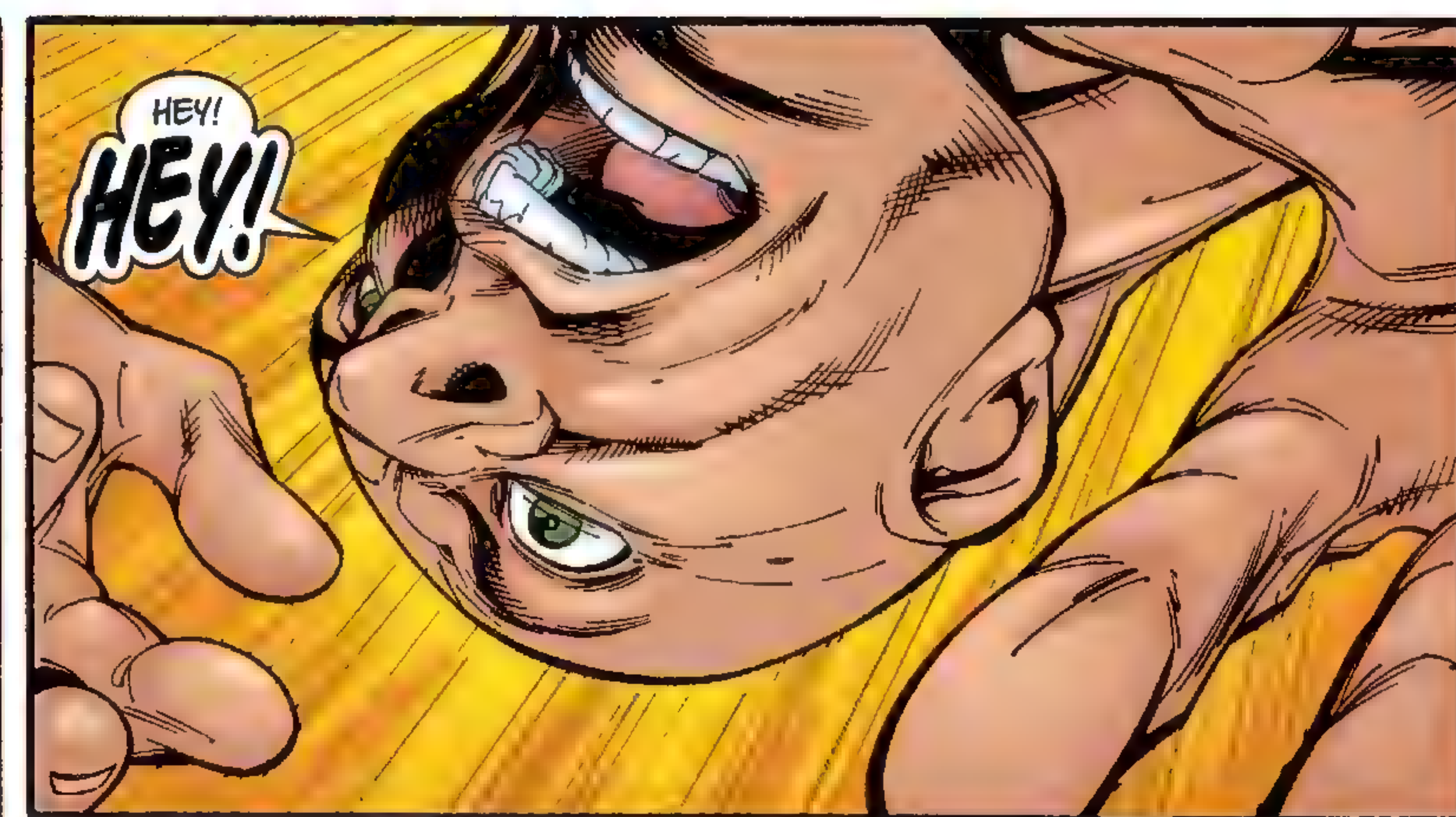
YOU
CRAZY RUNT --
YOU'RE LOOKIN'
TO GET
HURT?

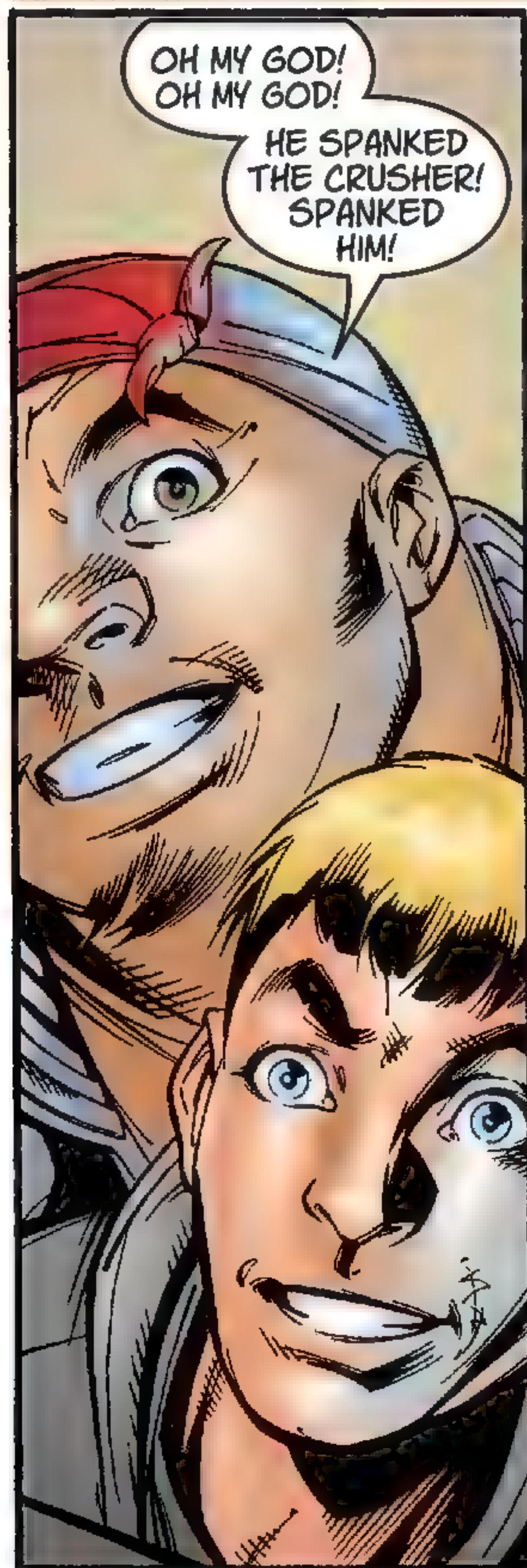
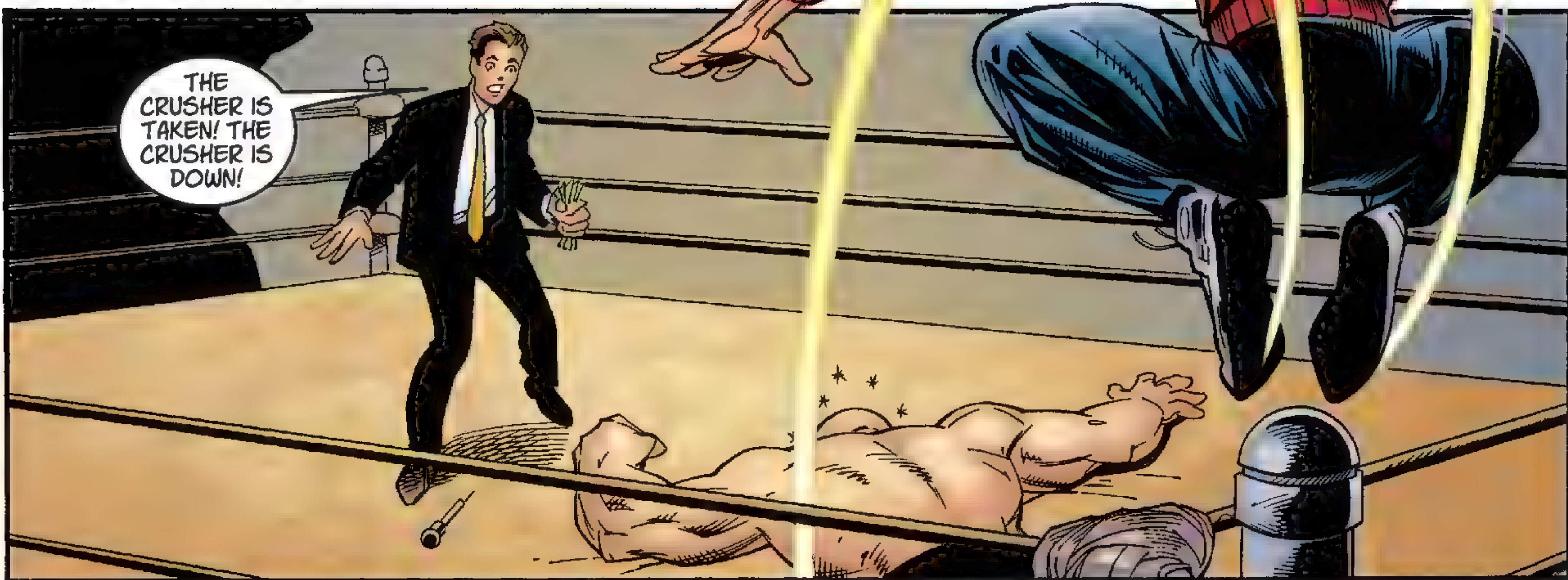
WHATEVER.

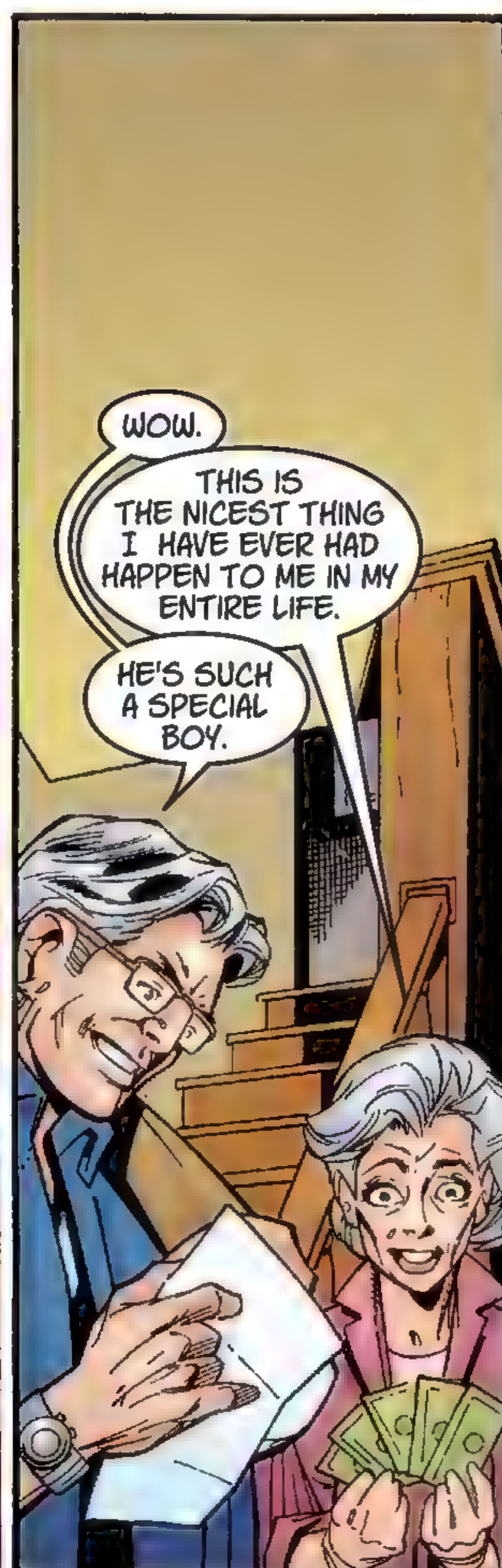
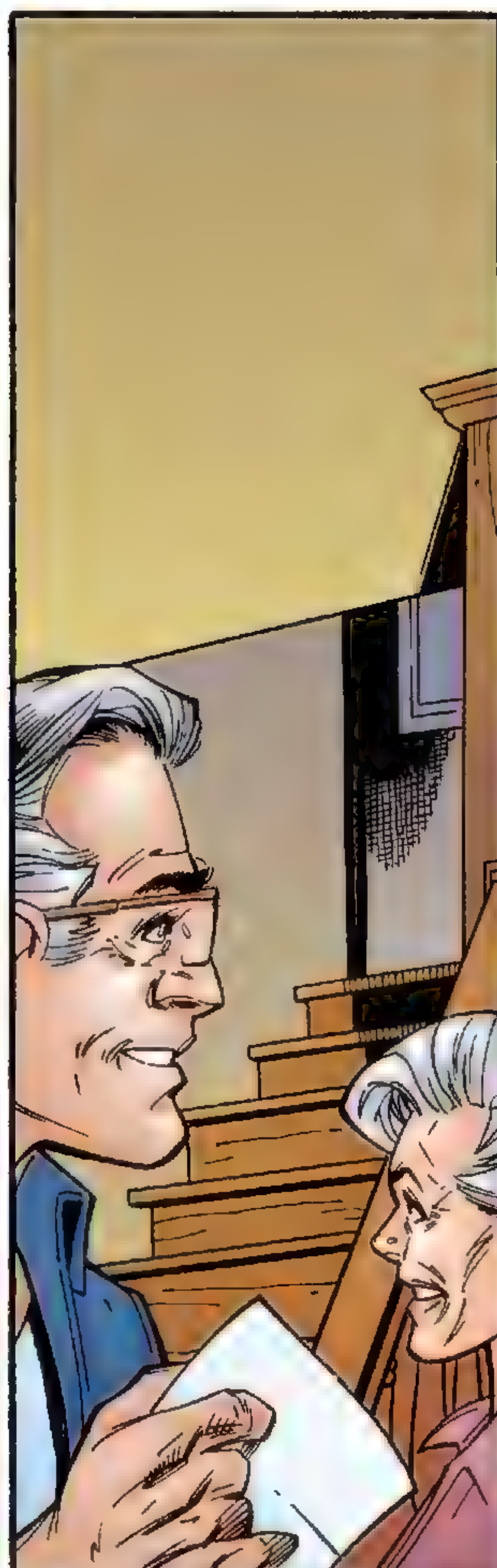
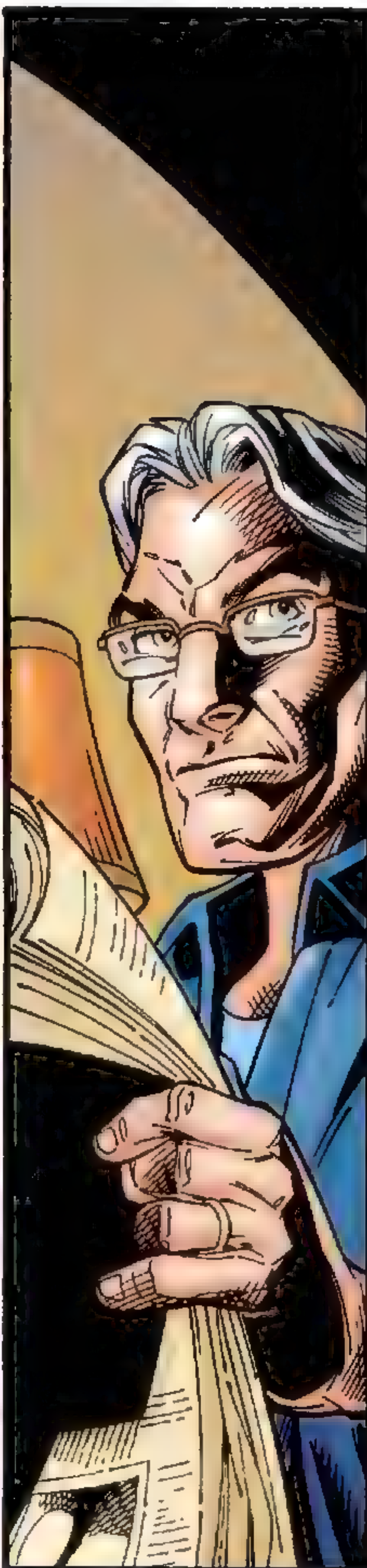
YOU'RE
LIKE THE
"BEFORE"
PICTURE. I
COULD BREAK
YOU IN
HALF.

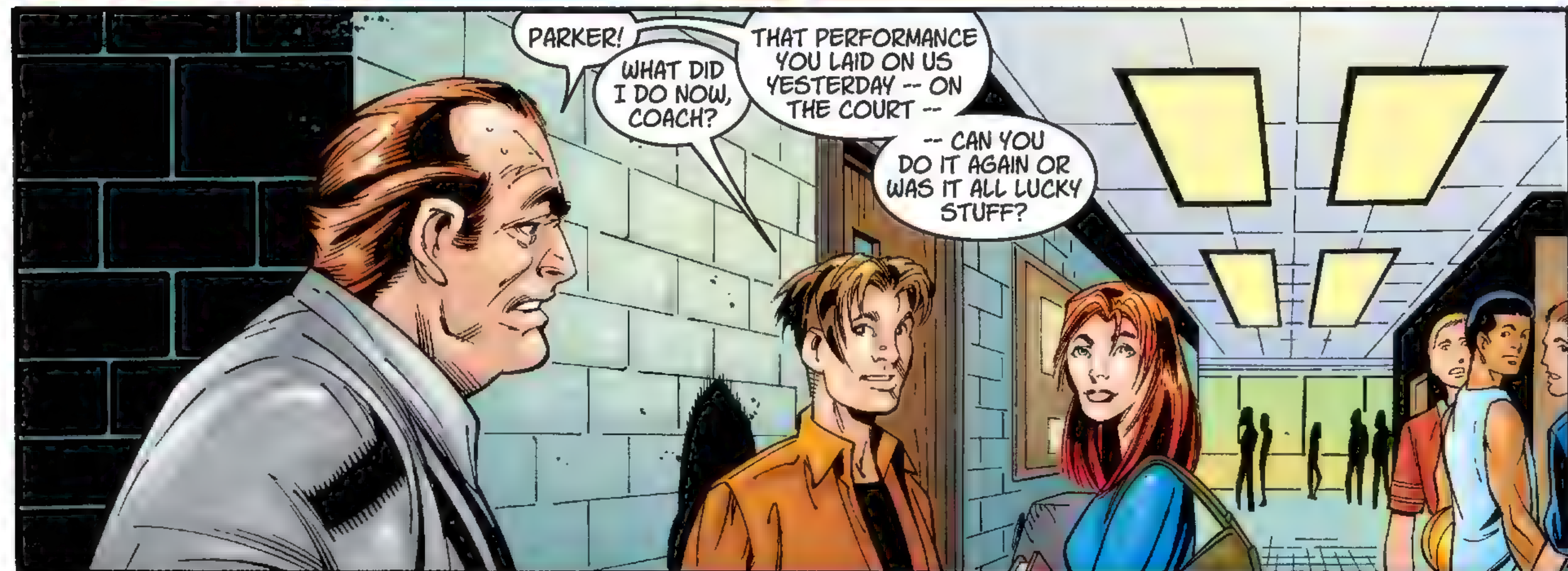
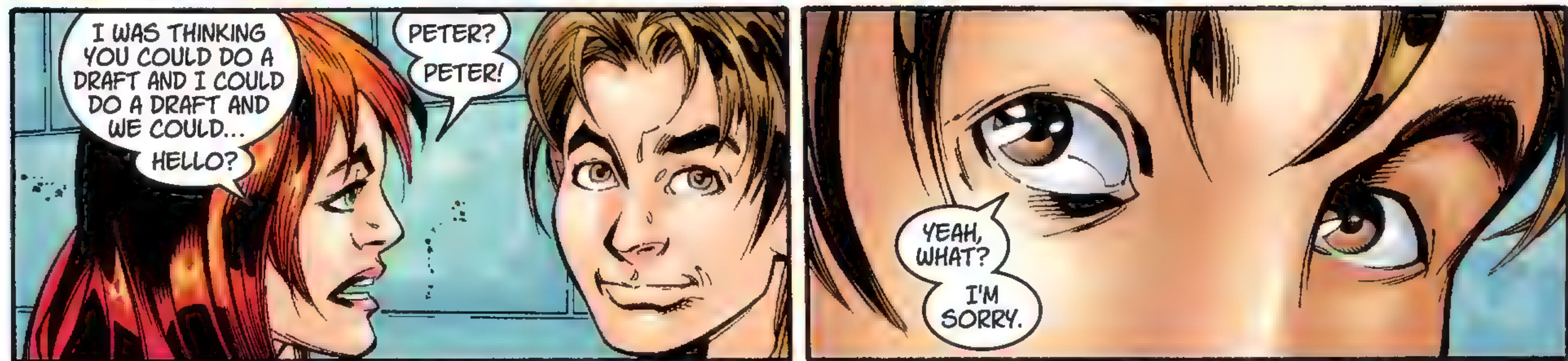
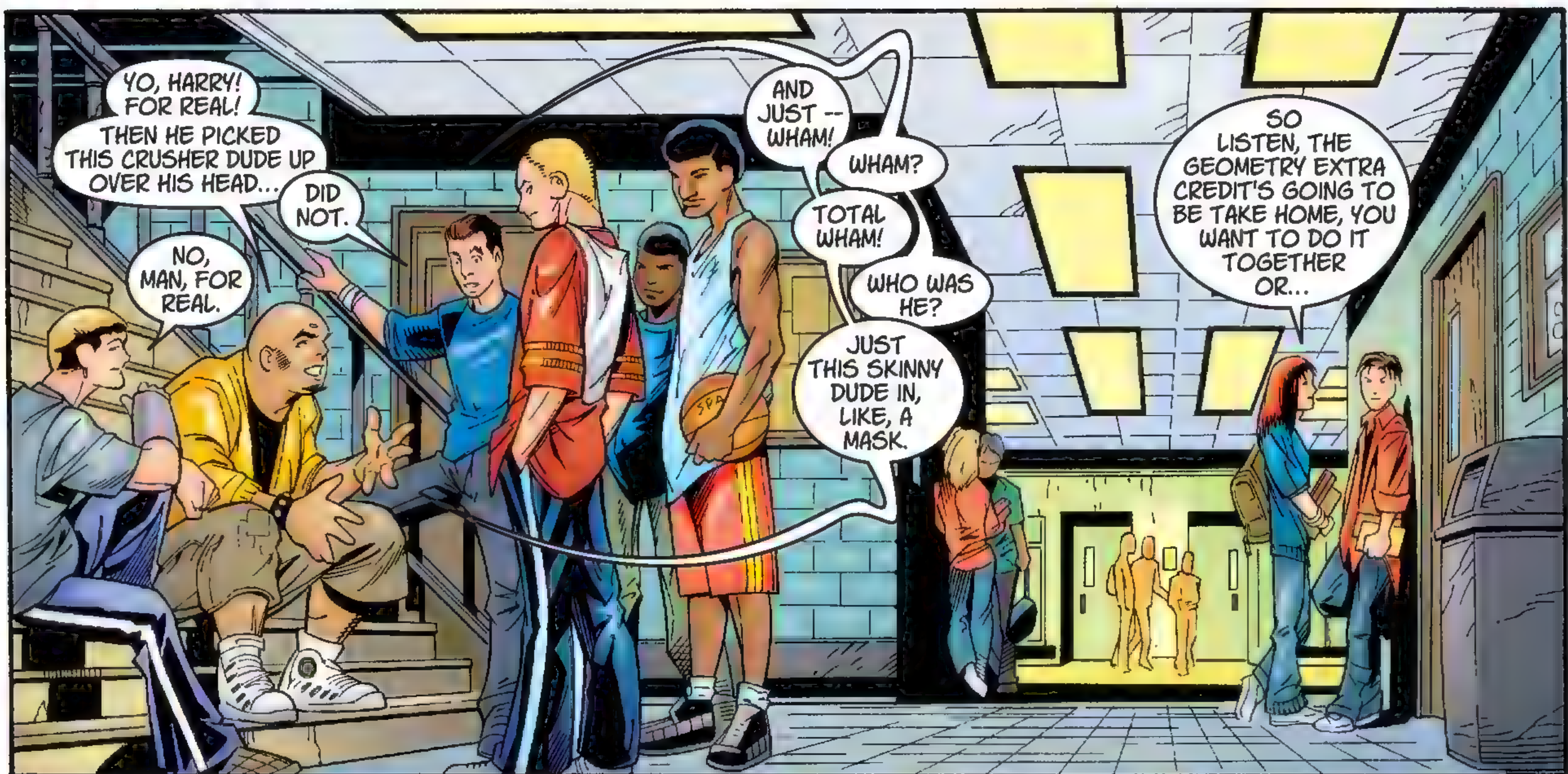


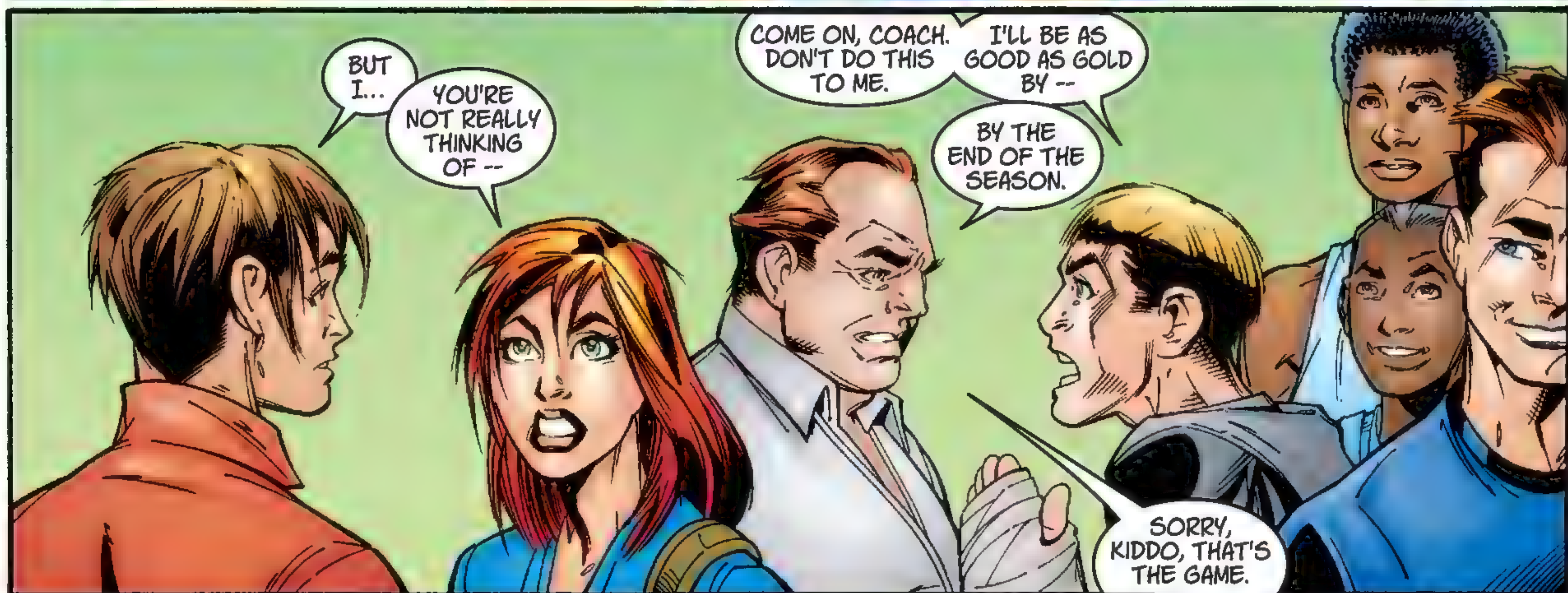
\$@#s, MAN,
I SHOULDA
THOUGHT OF
THAT.

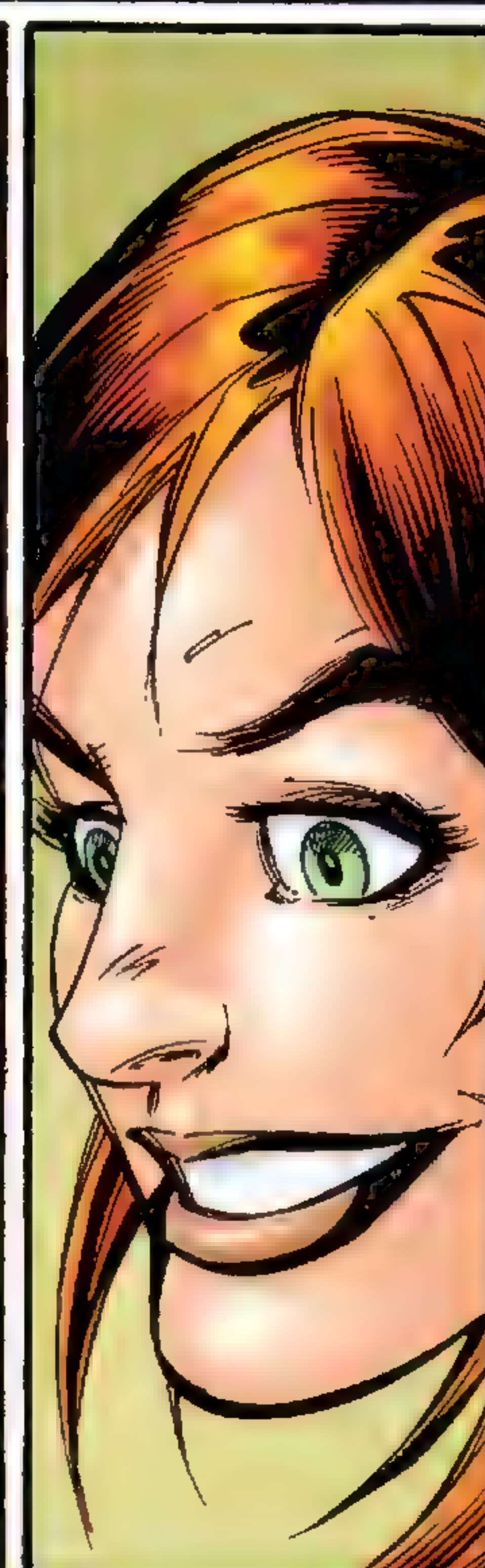
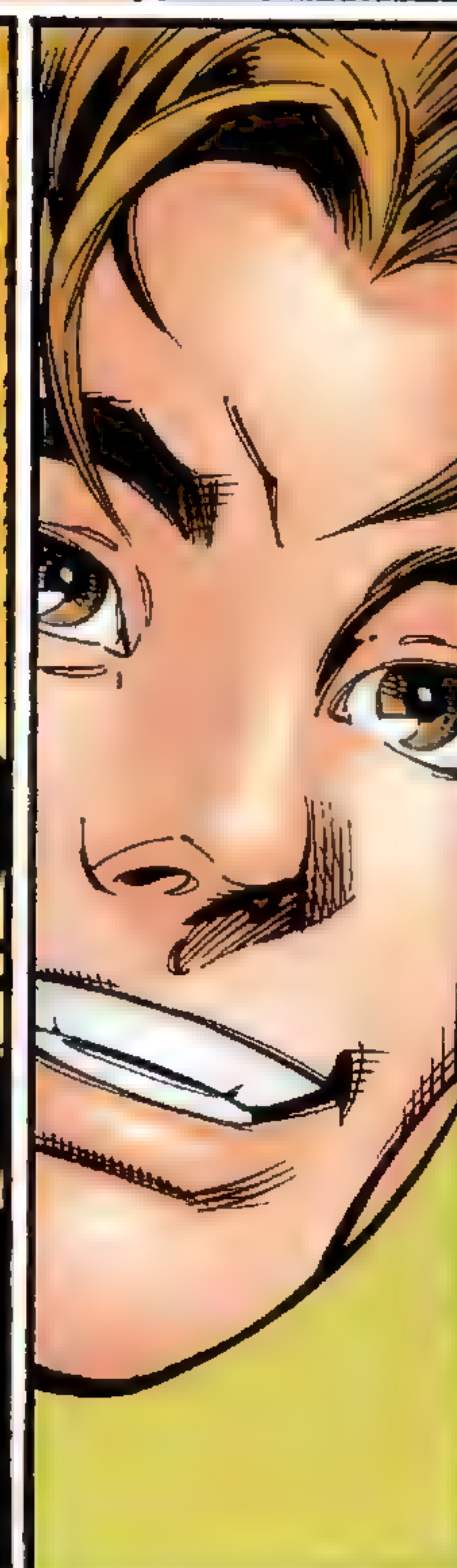
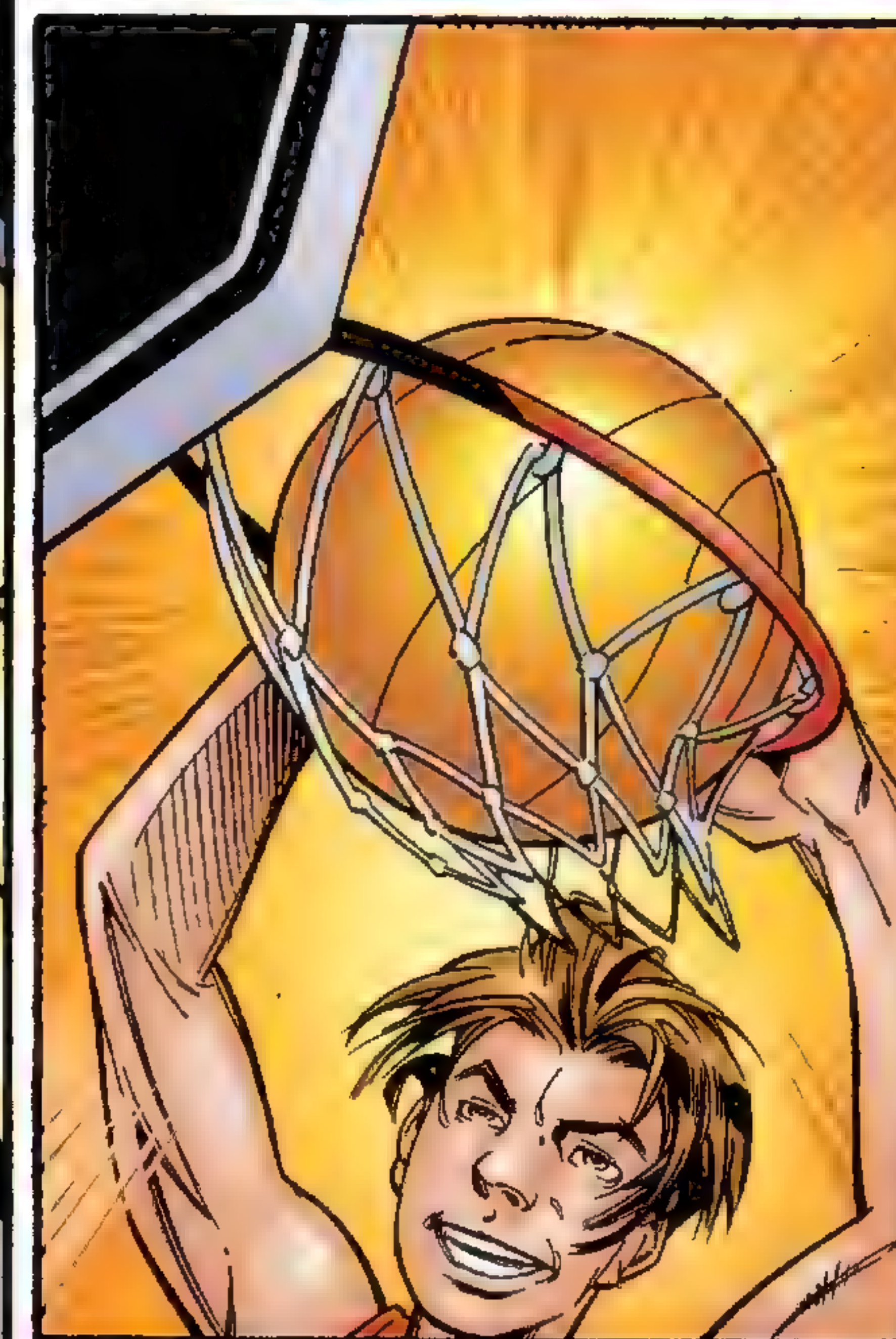
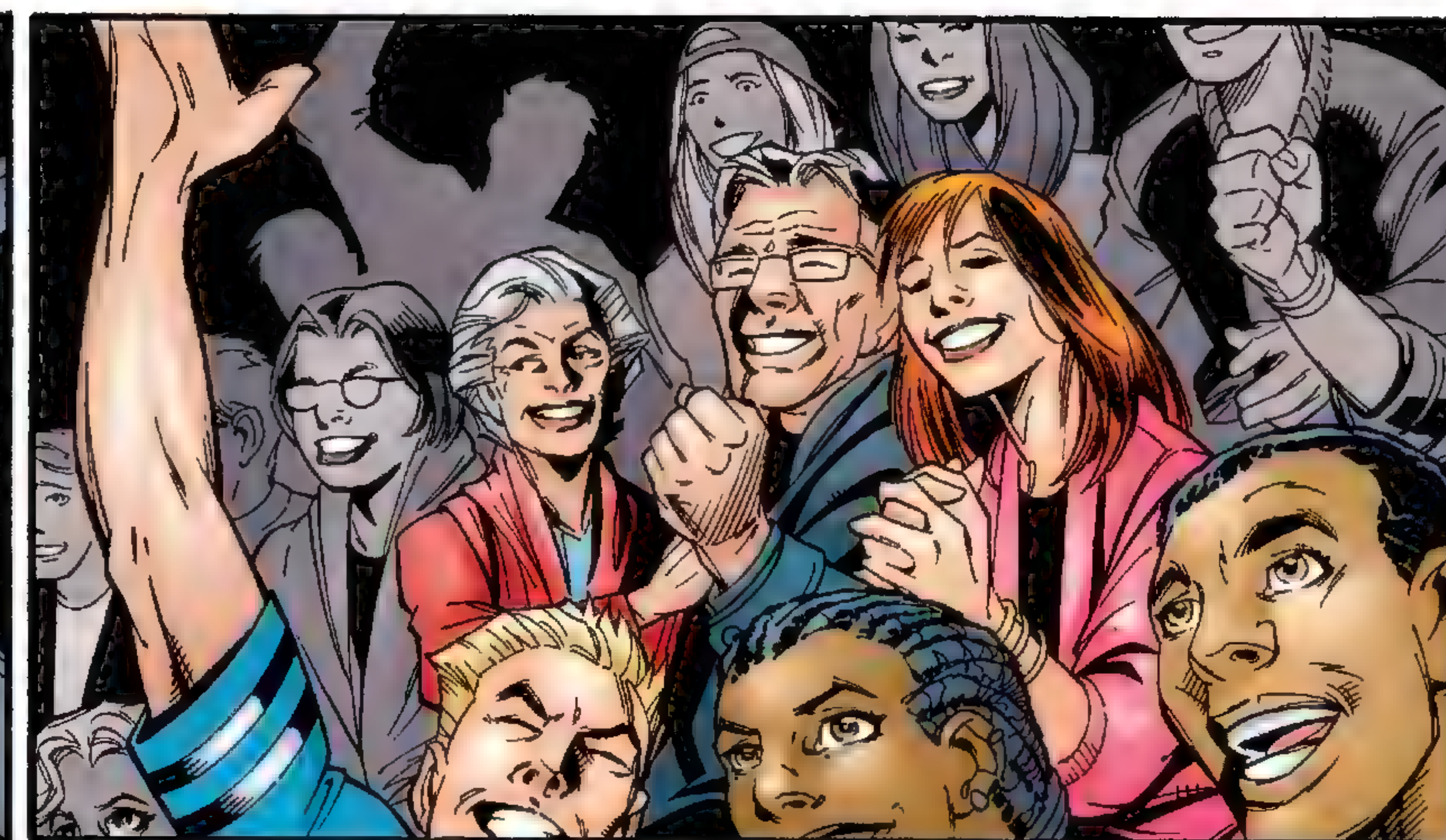
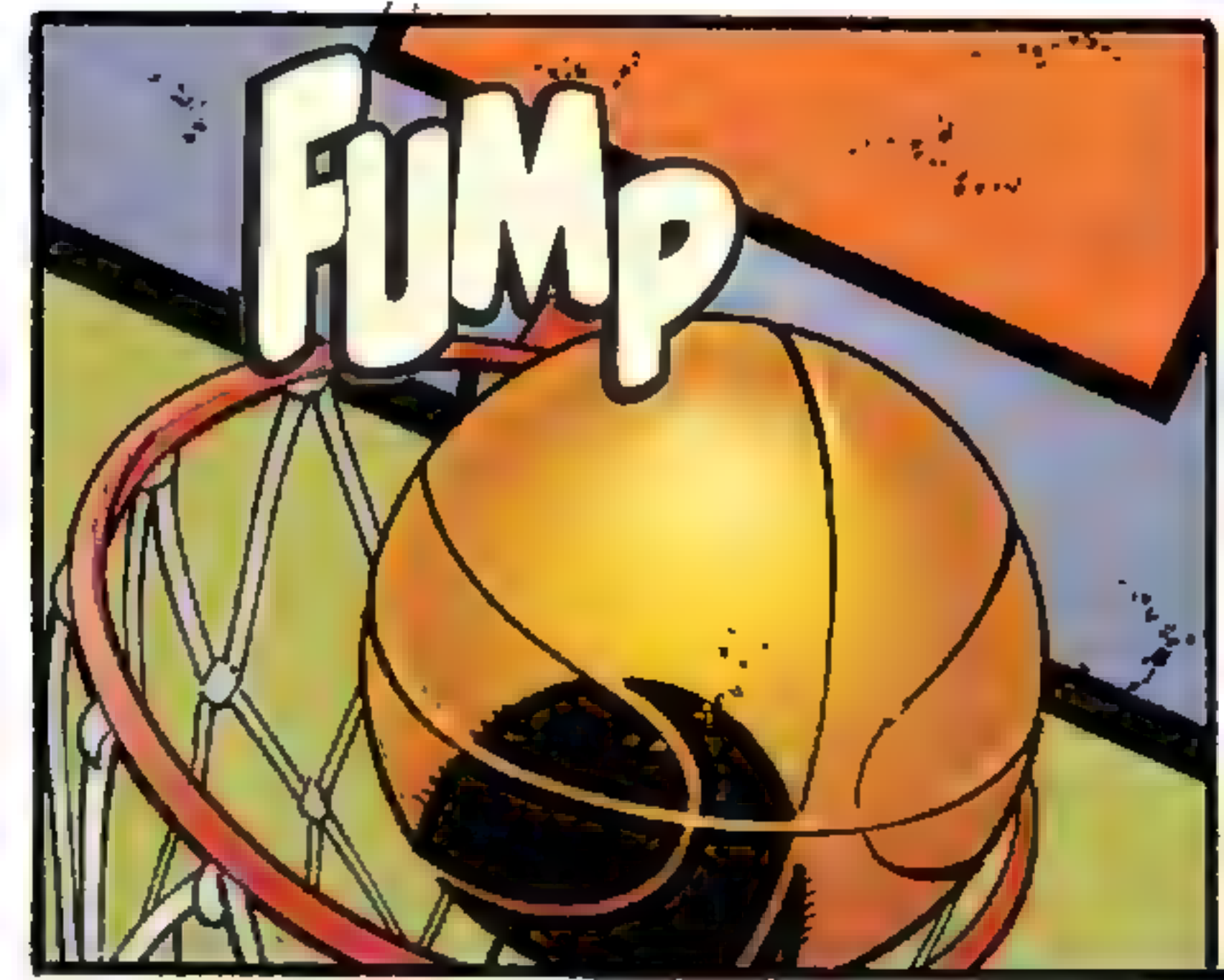
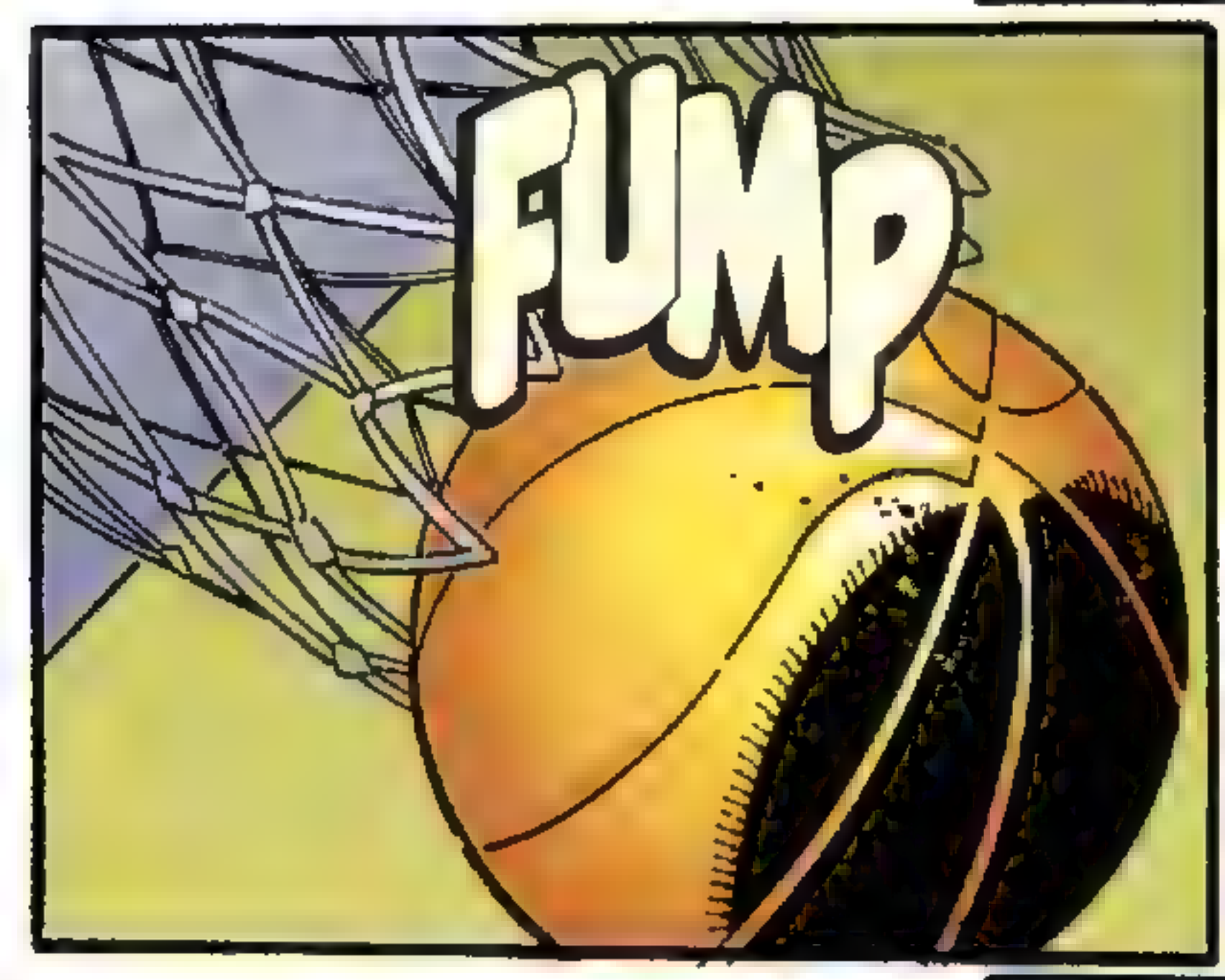
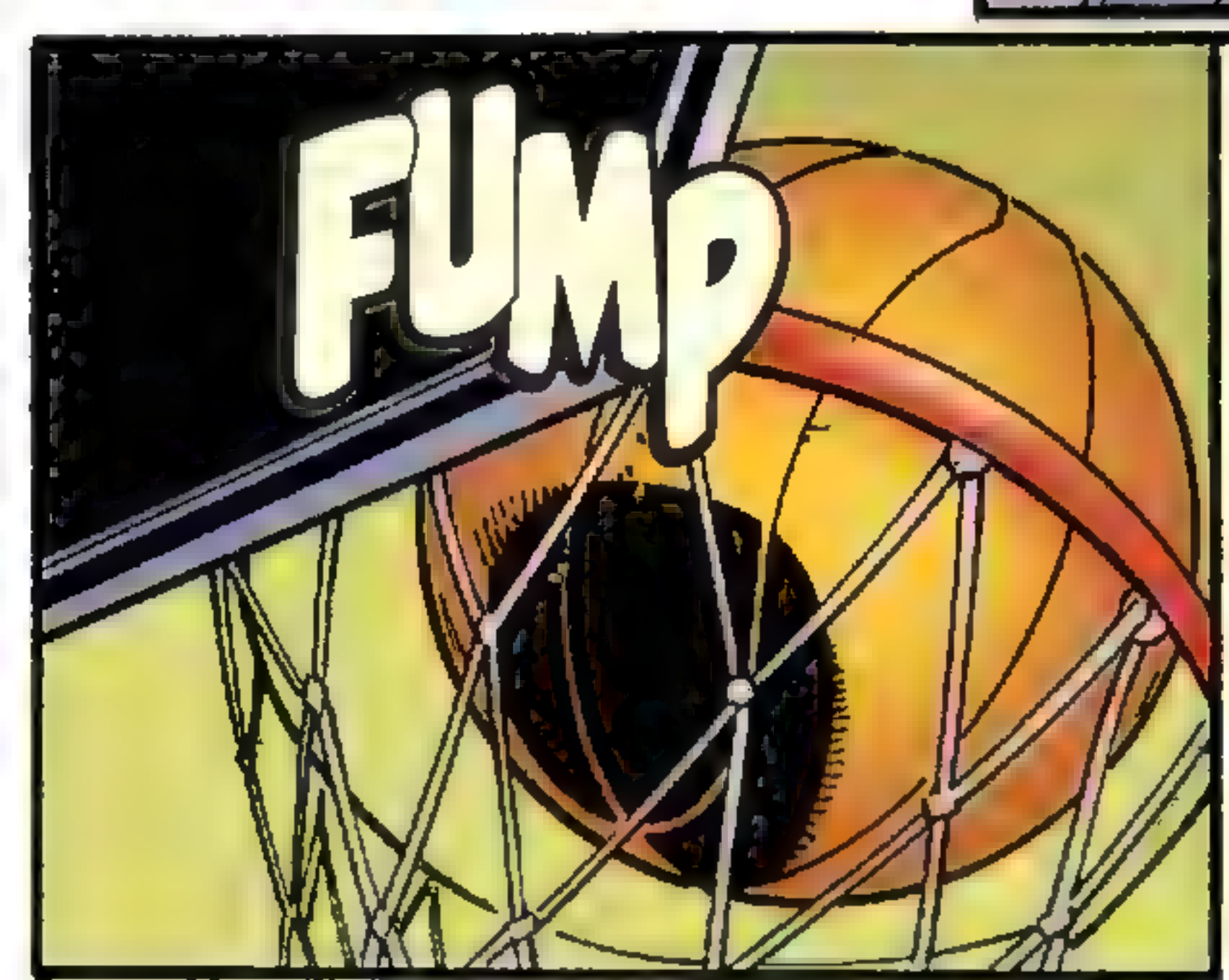
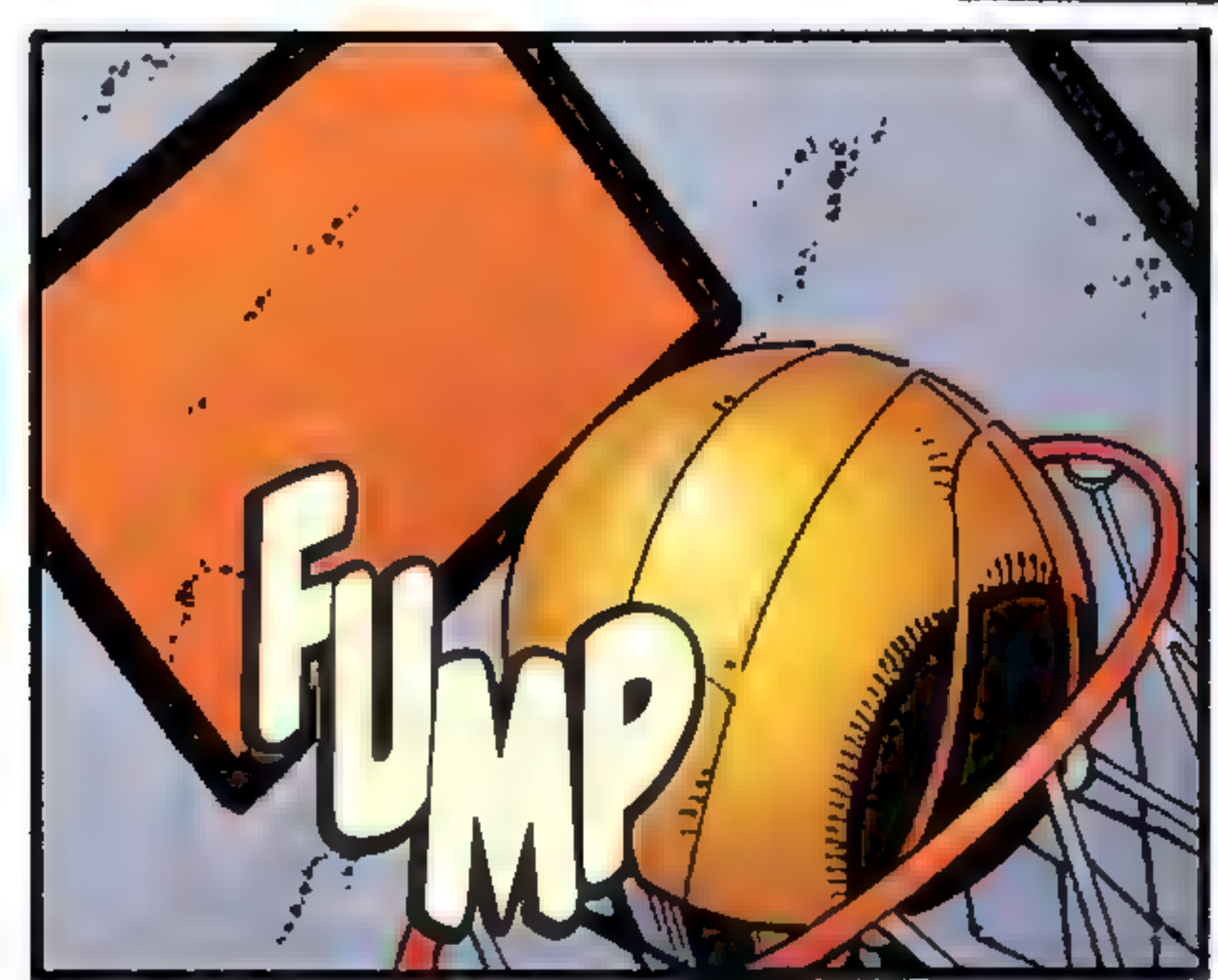


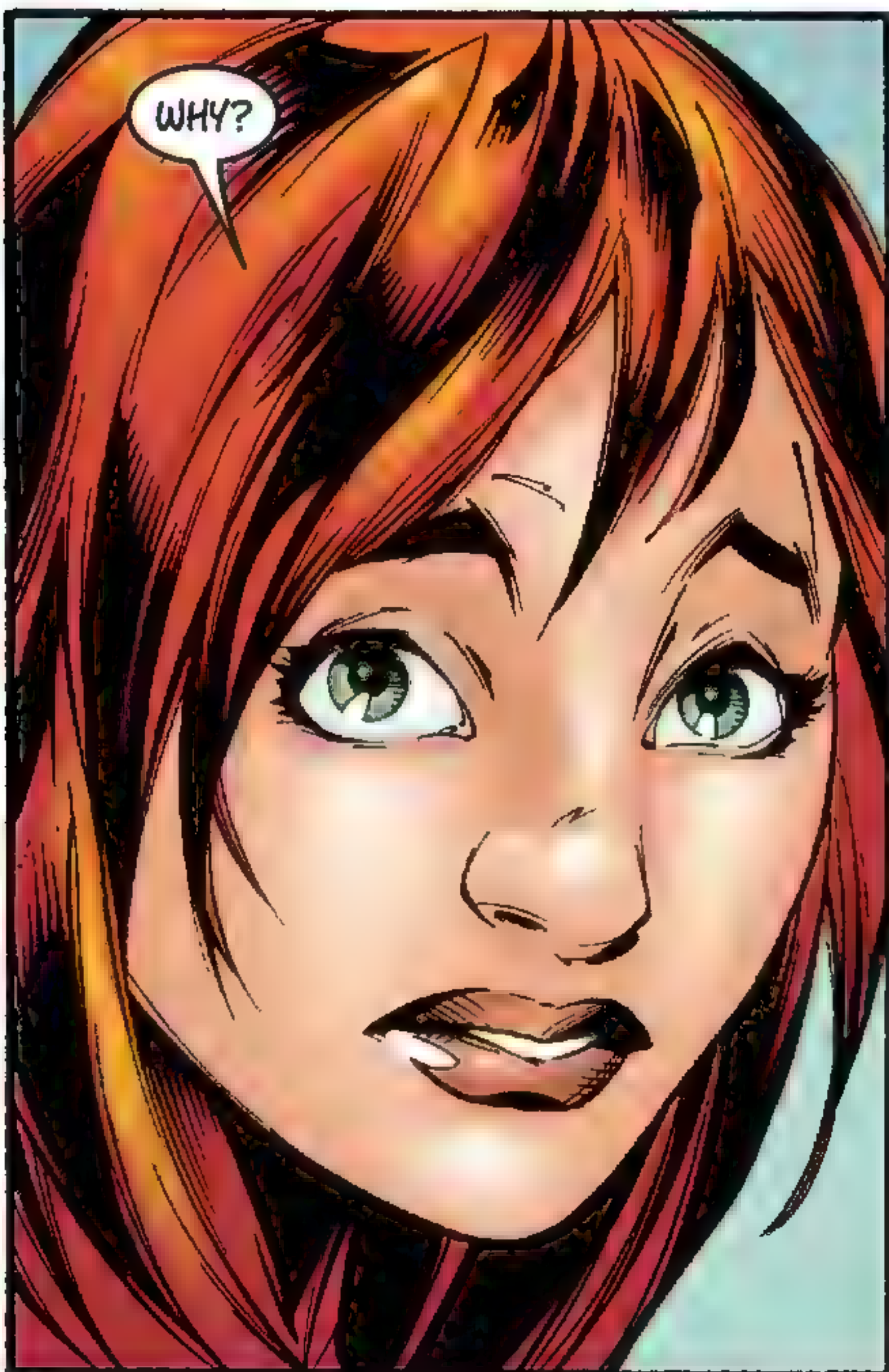
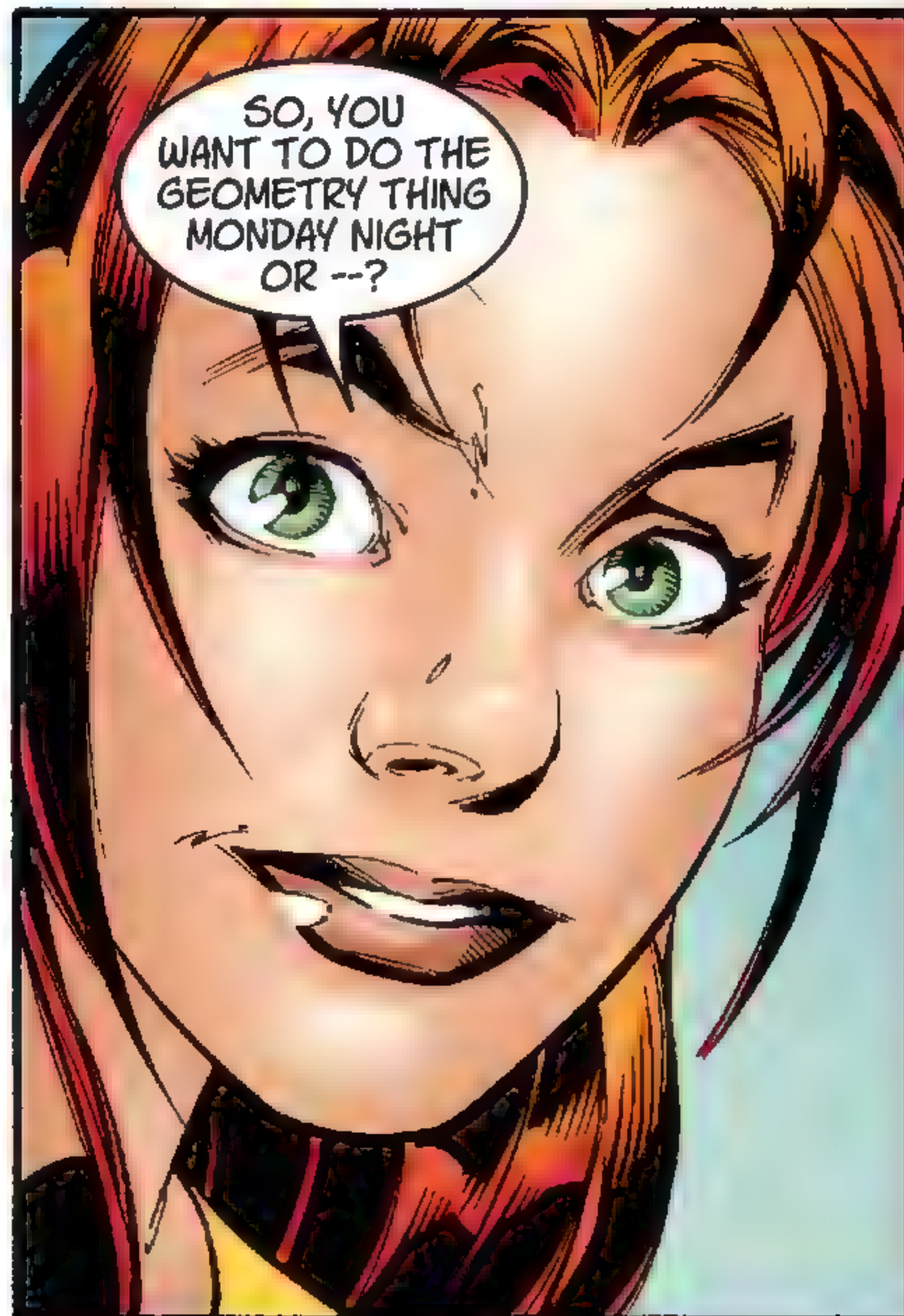
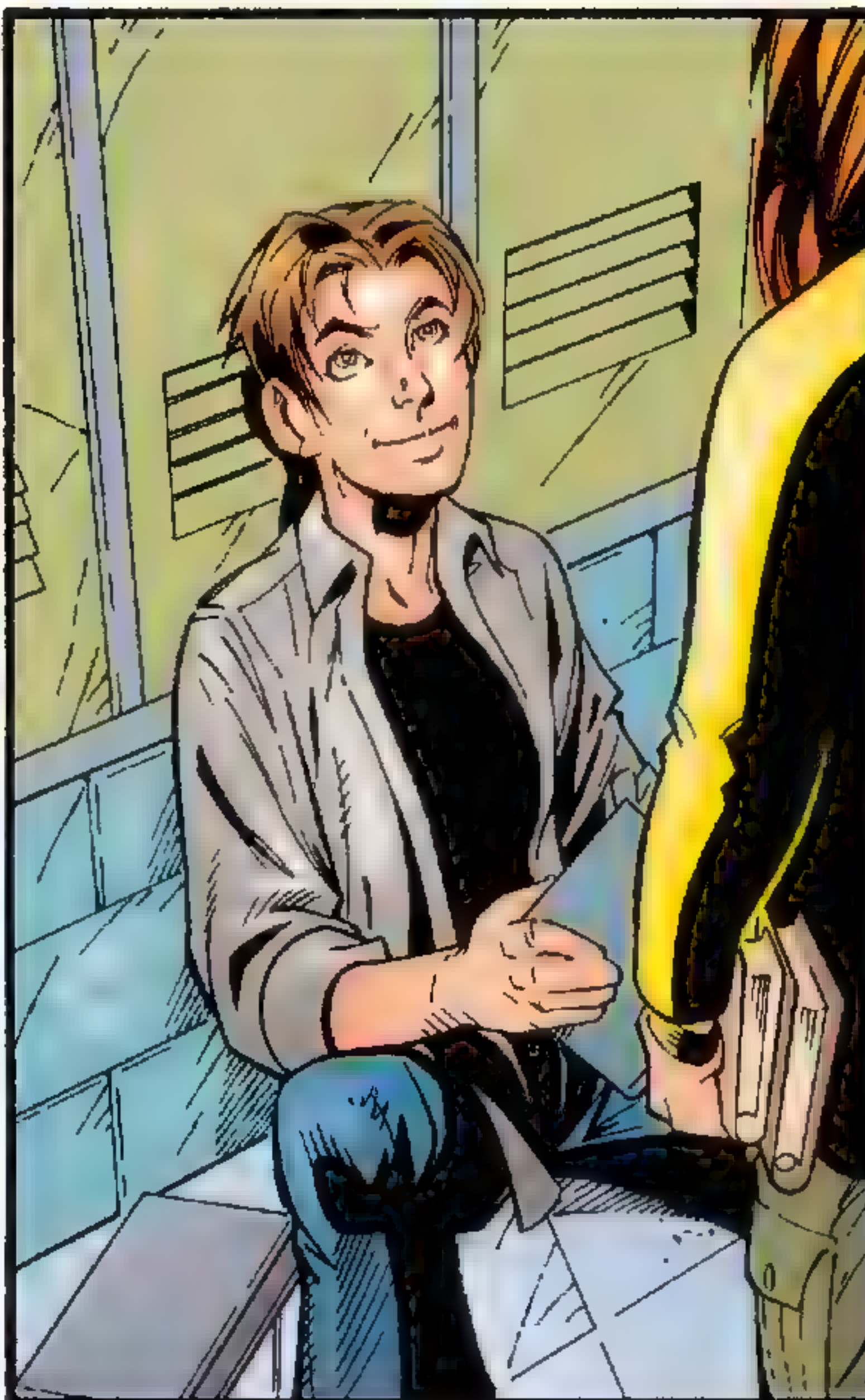


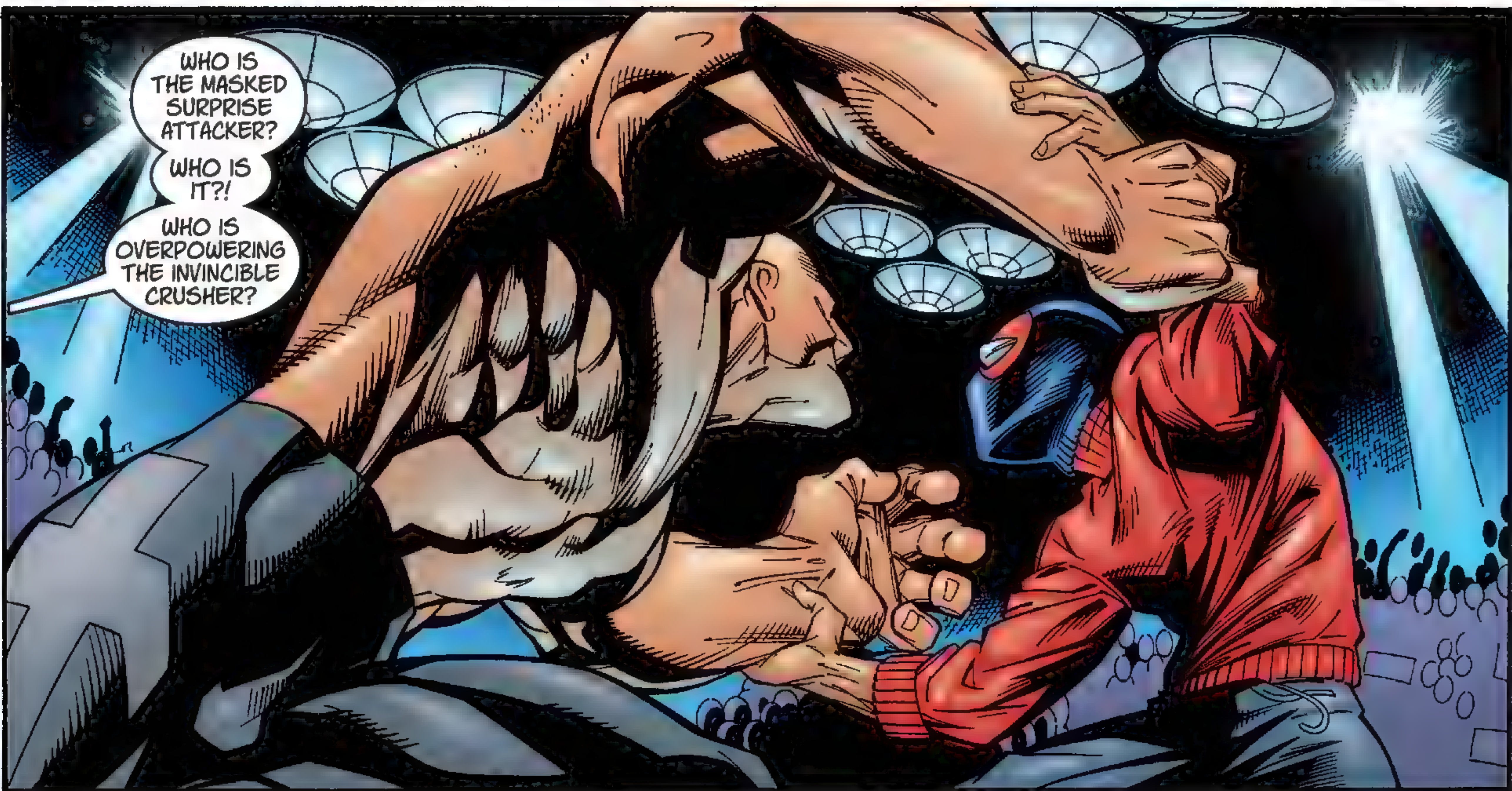












WHO IS
THE MASKED
SURPRISE
ATTACKER?
WHO IS
IT?!

WHO IS
OVERPOWERING
THE INVINCIBLE
CRUSHER?



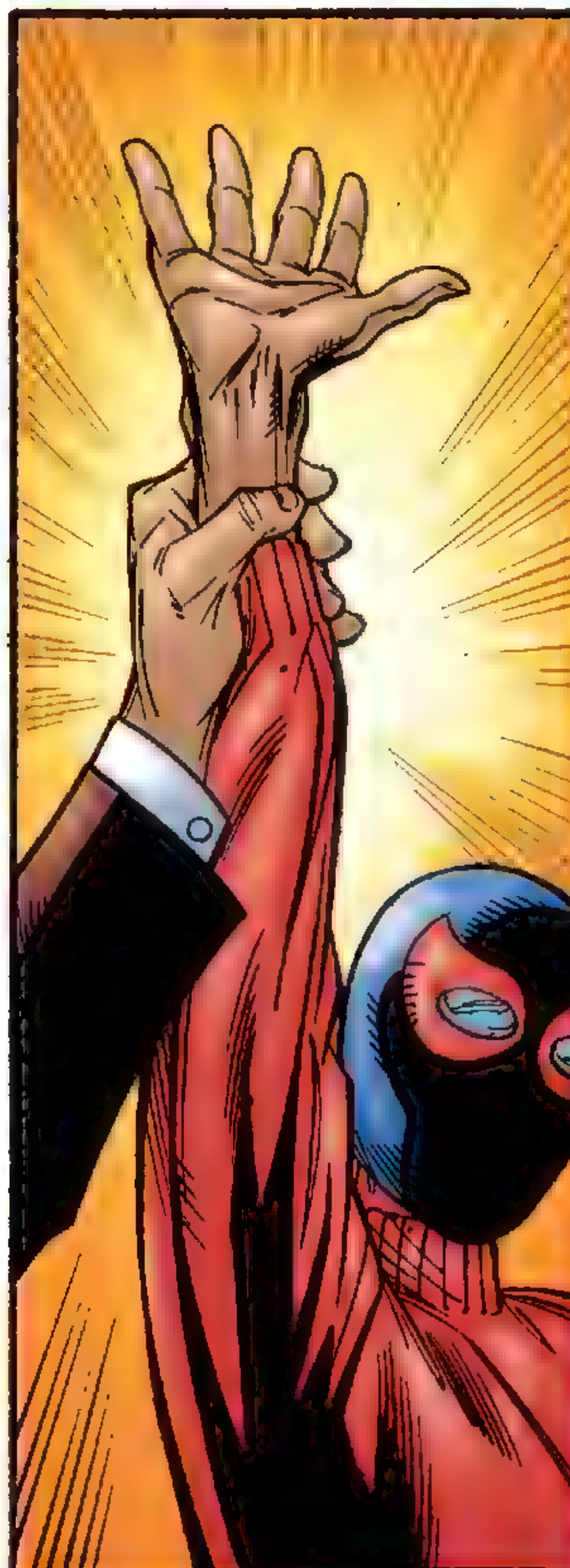
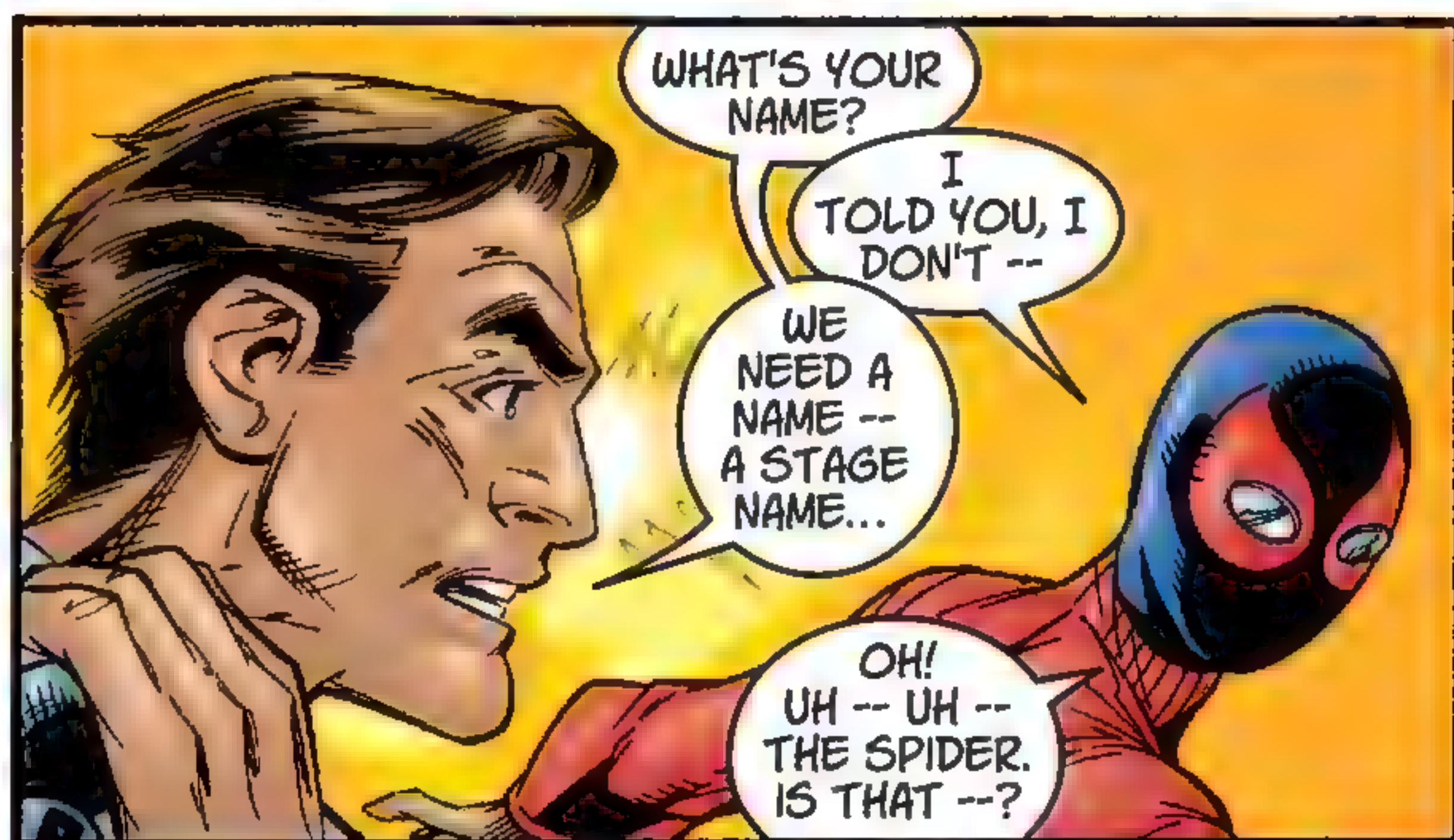
THEY
SAID IT CAN'T
BE DONE!

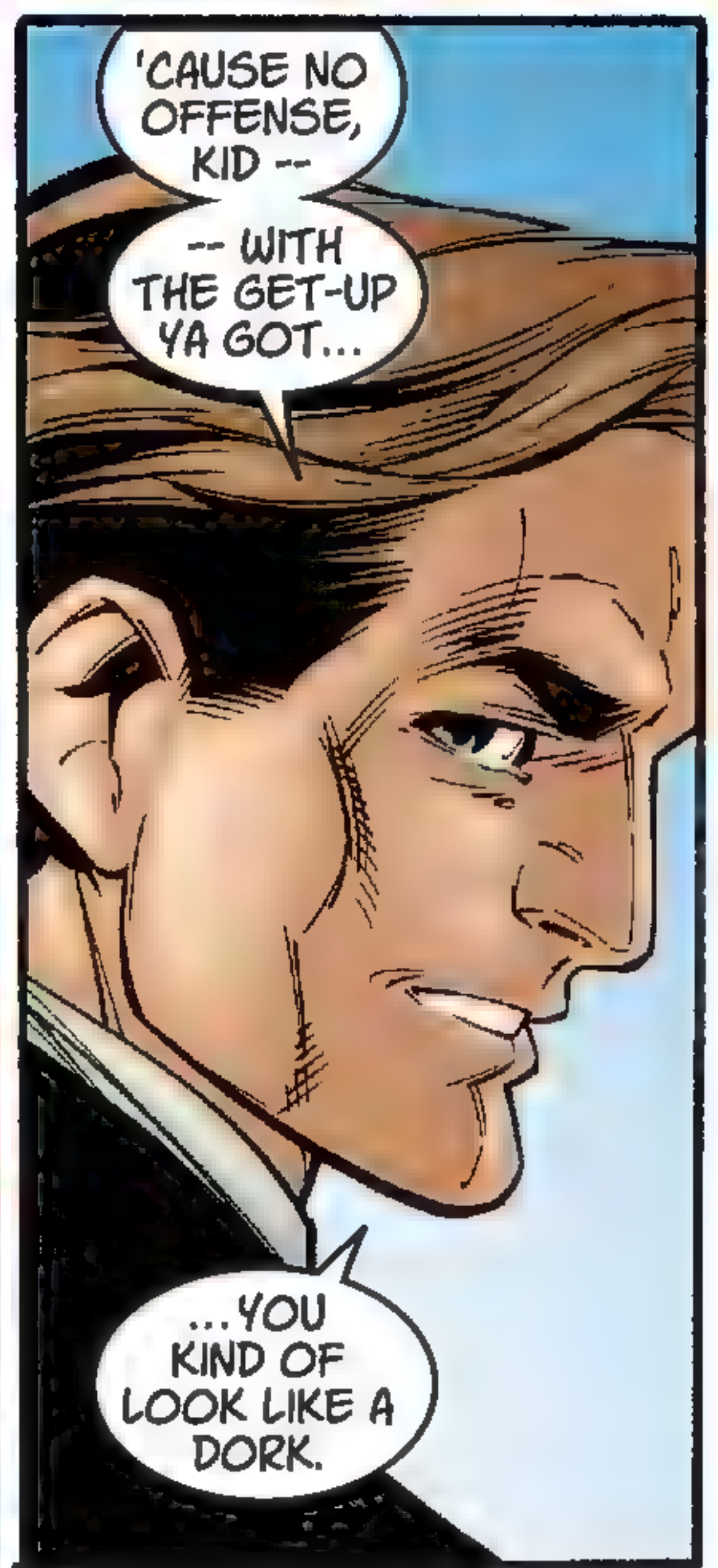
THEY
SAID IT NEVER
WOULD BE
DONE!



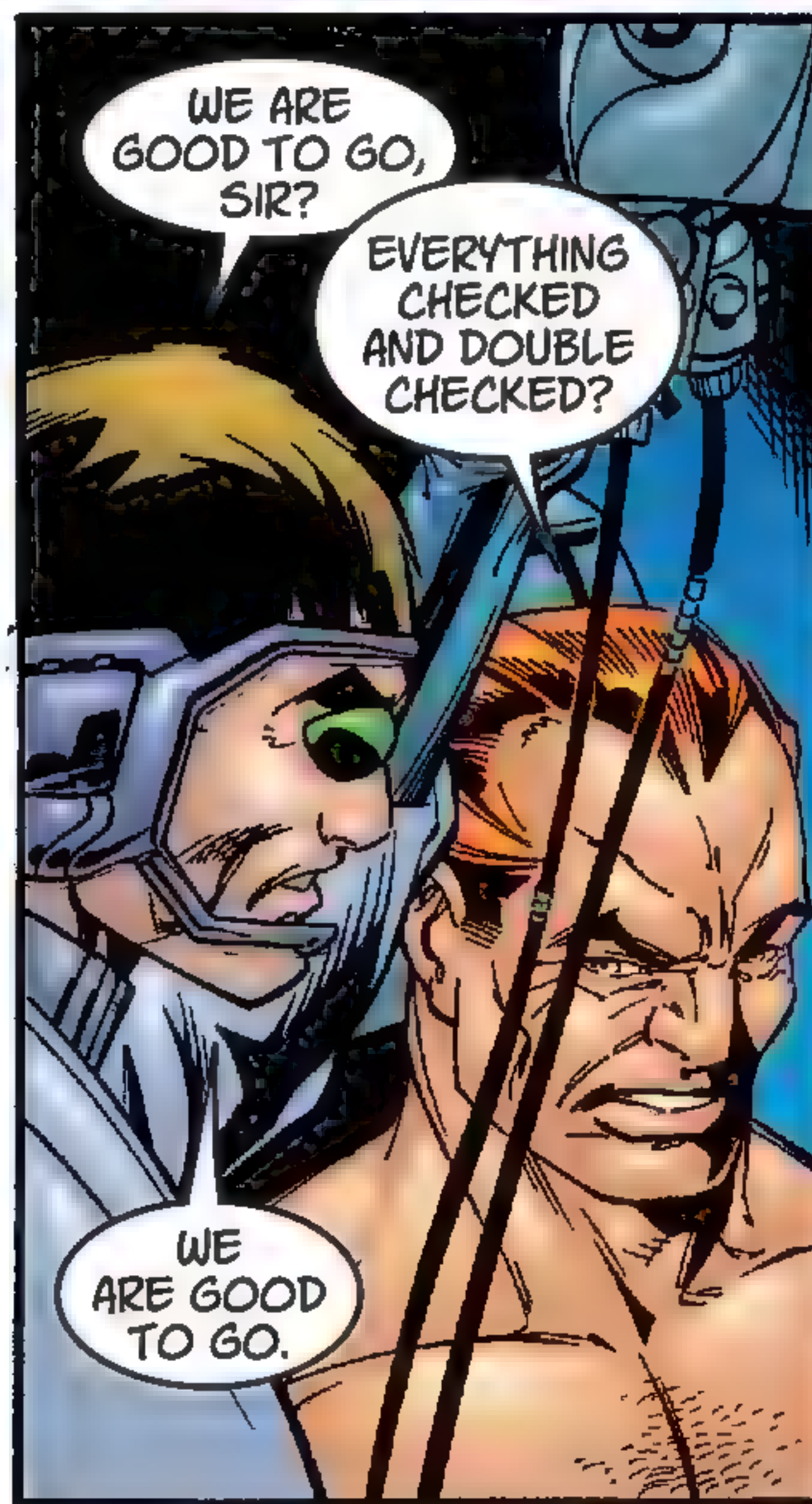
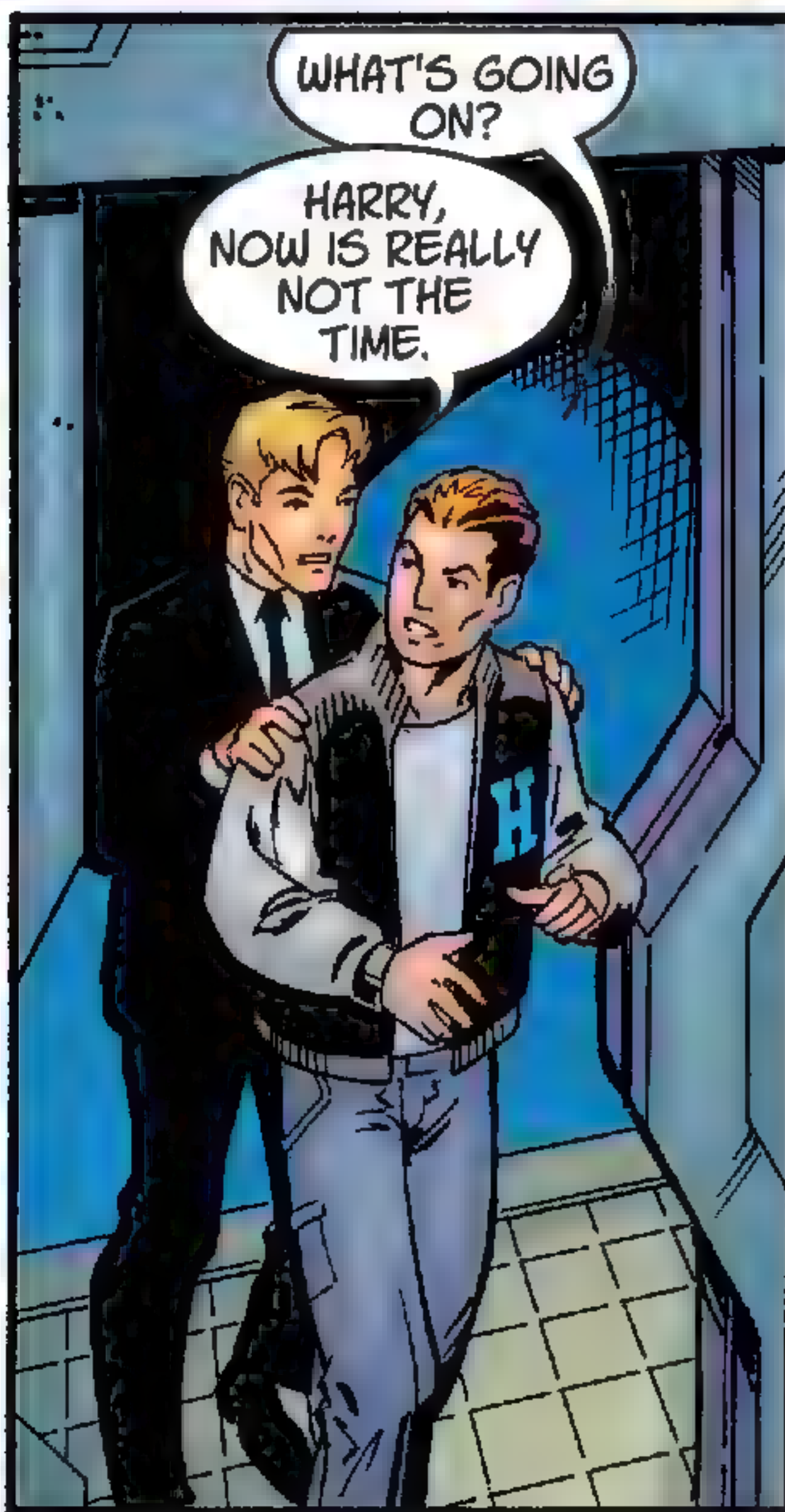
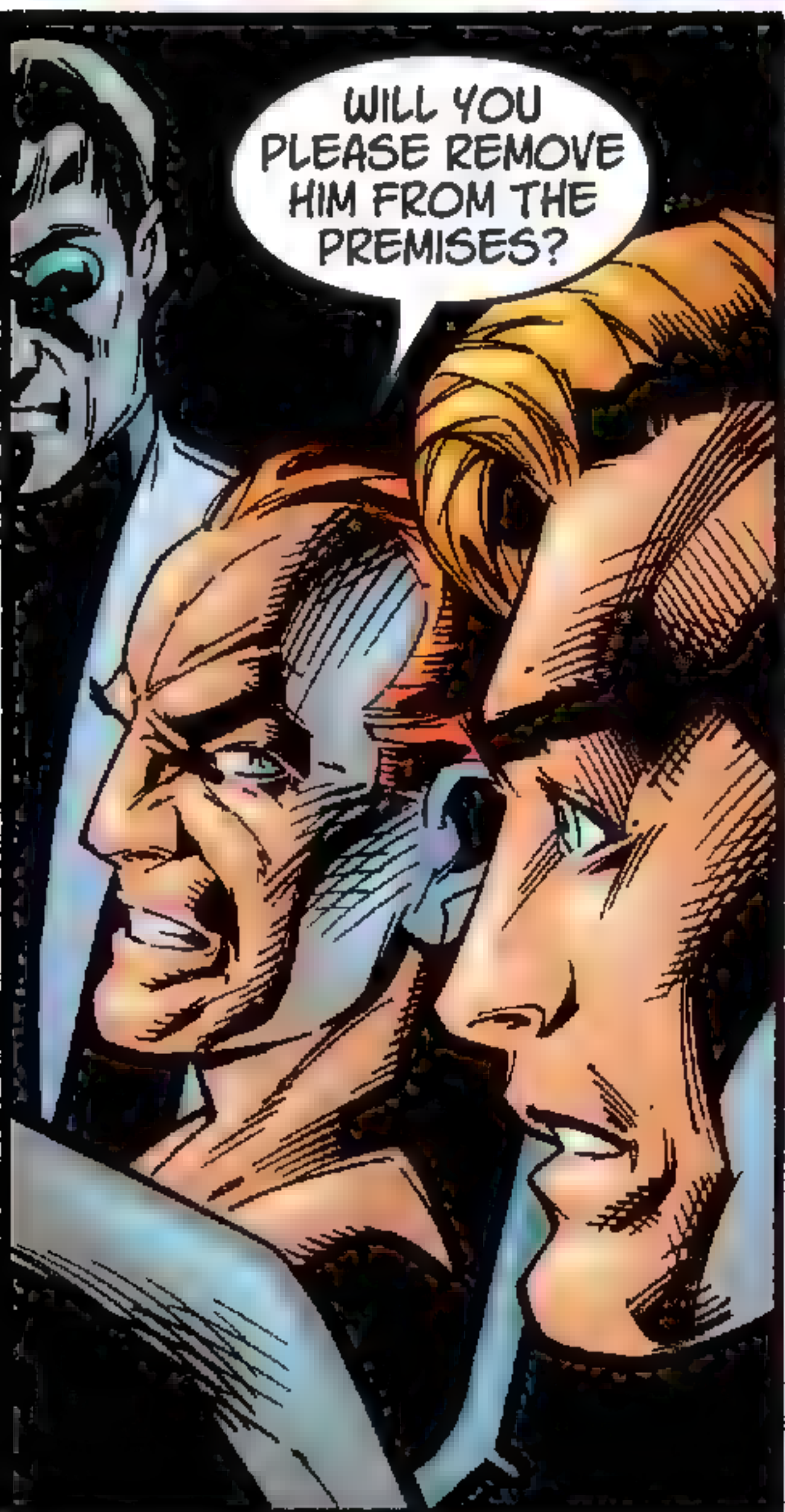
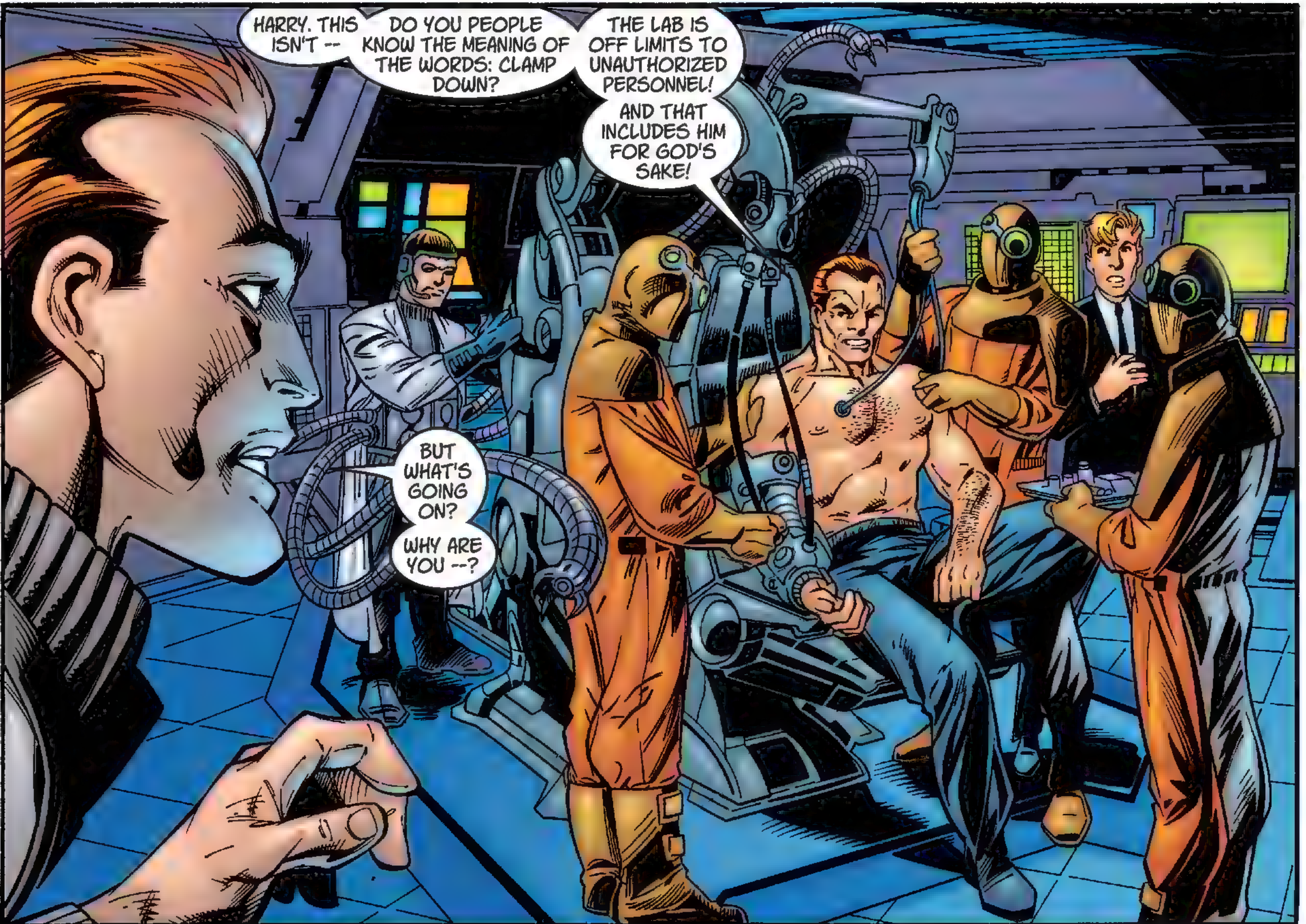
THIS
WASN'T IN THE
SCRIPT!
THIS
ISN'T WHAT I
SIGNED ON
FOR.

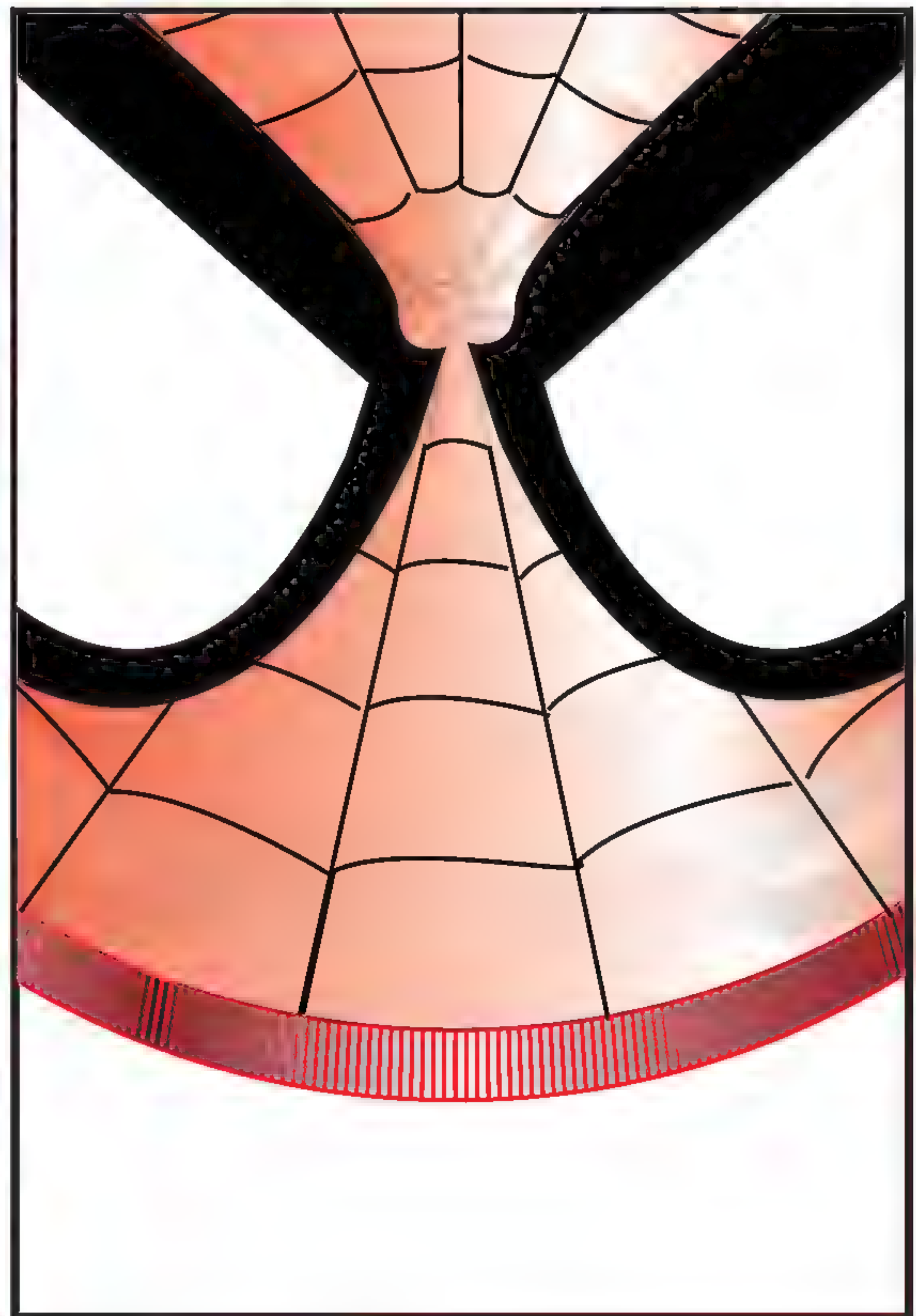
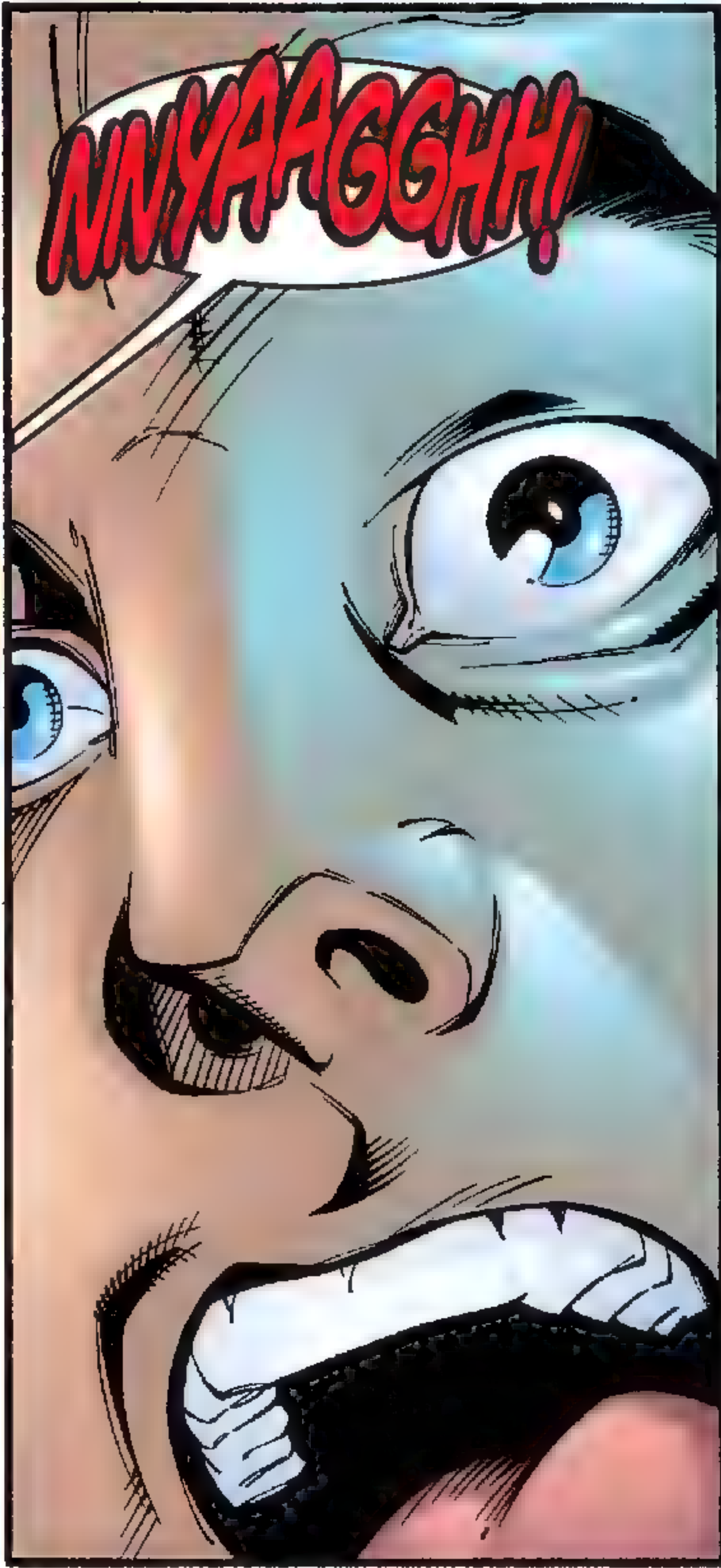
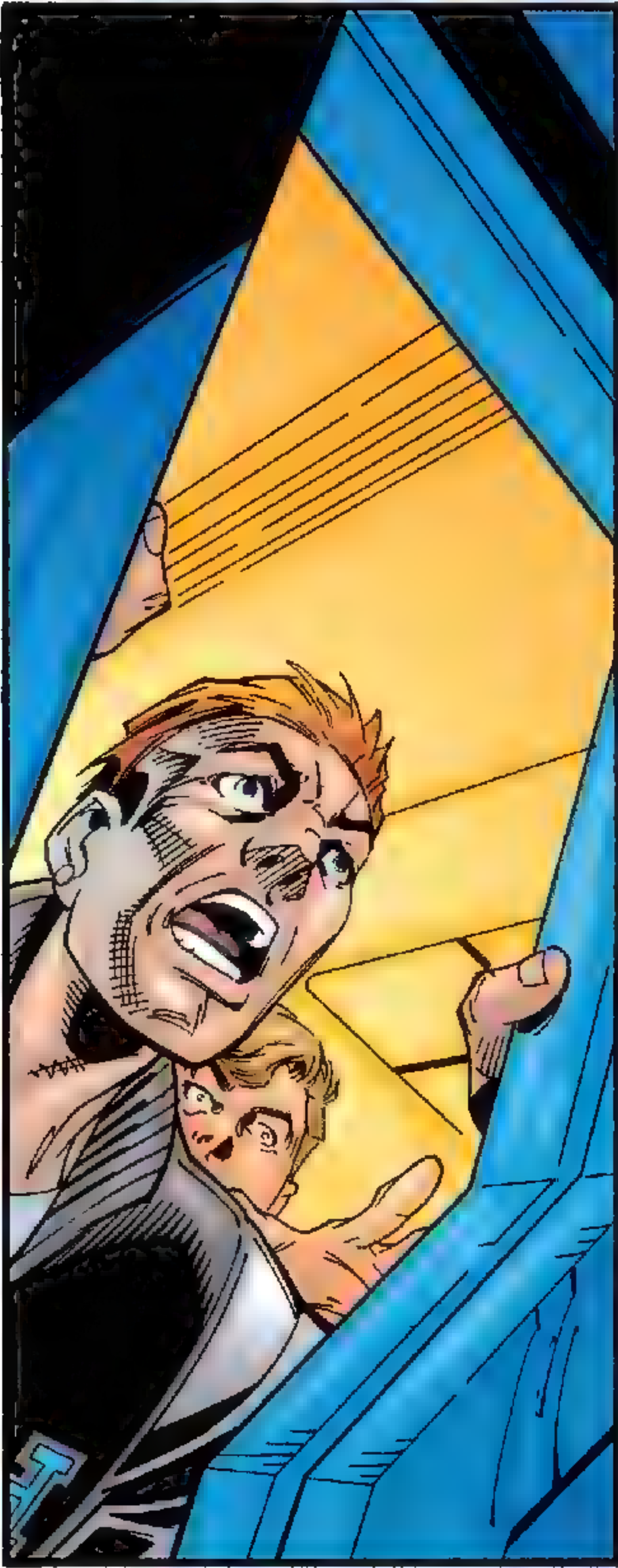
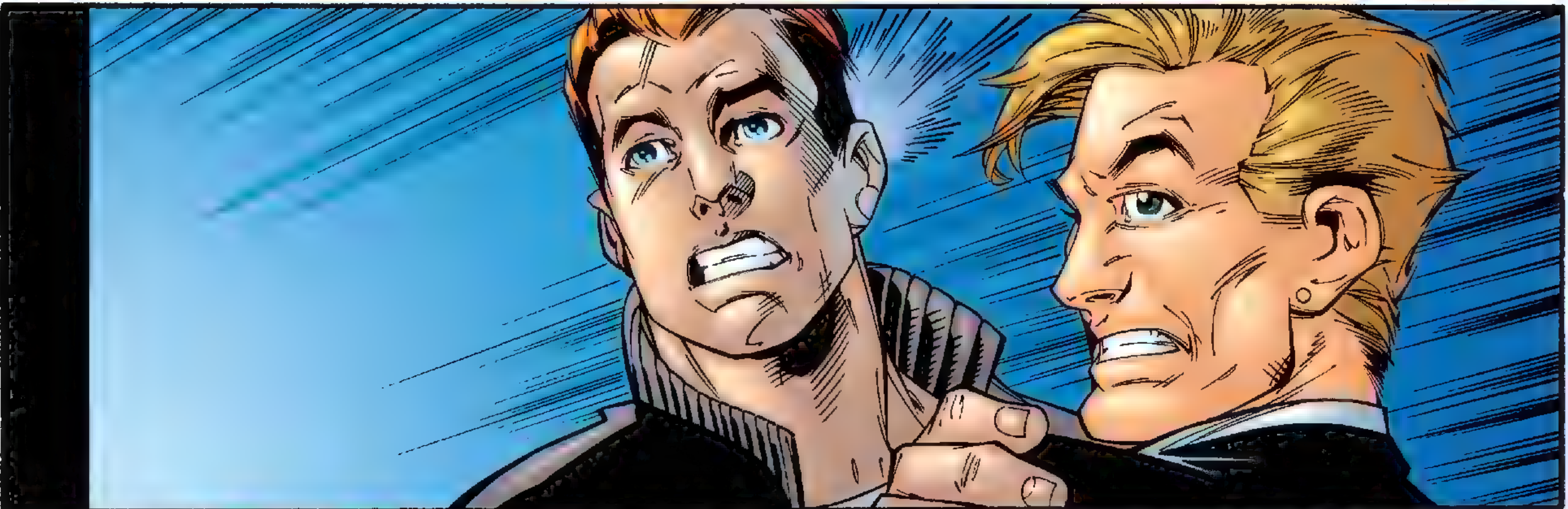
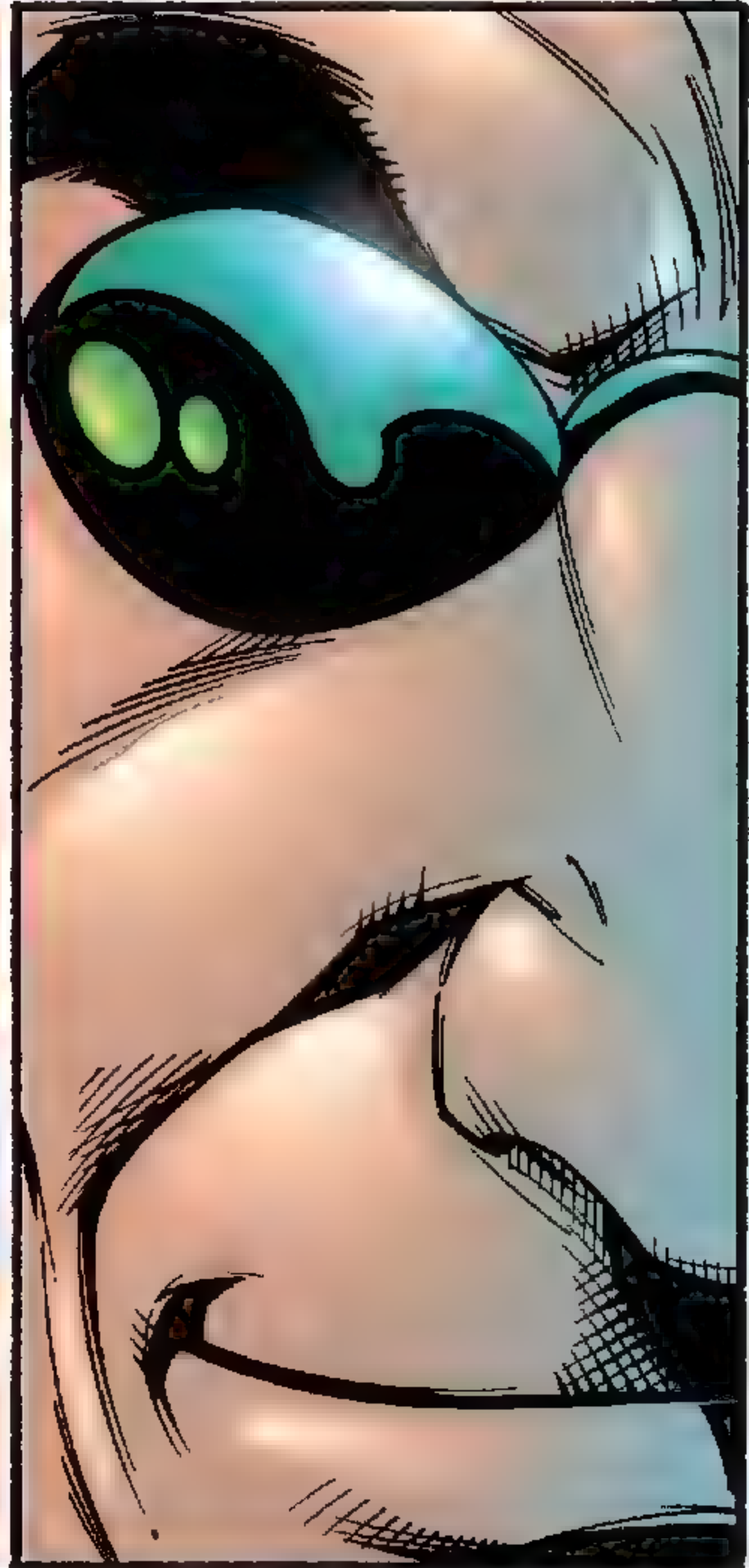
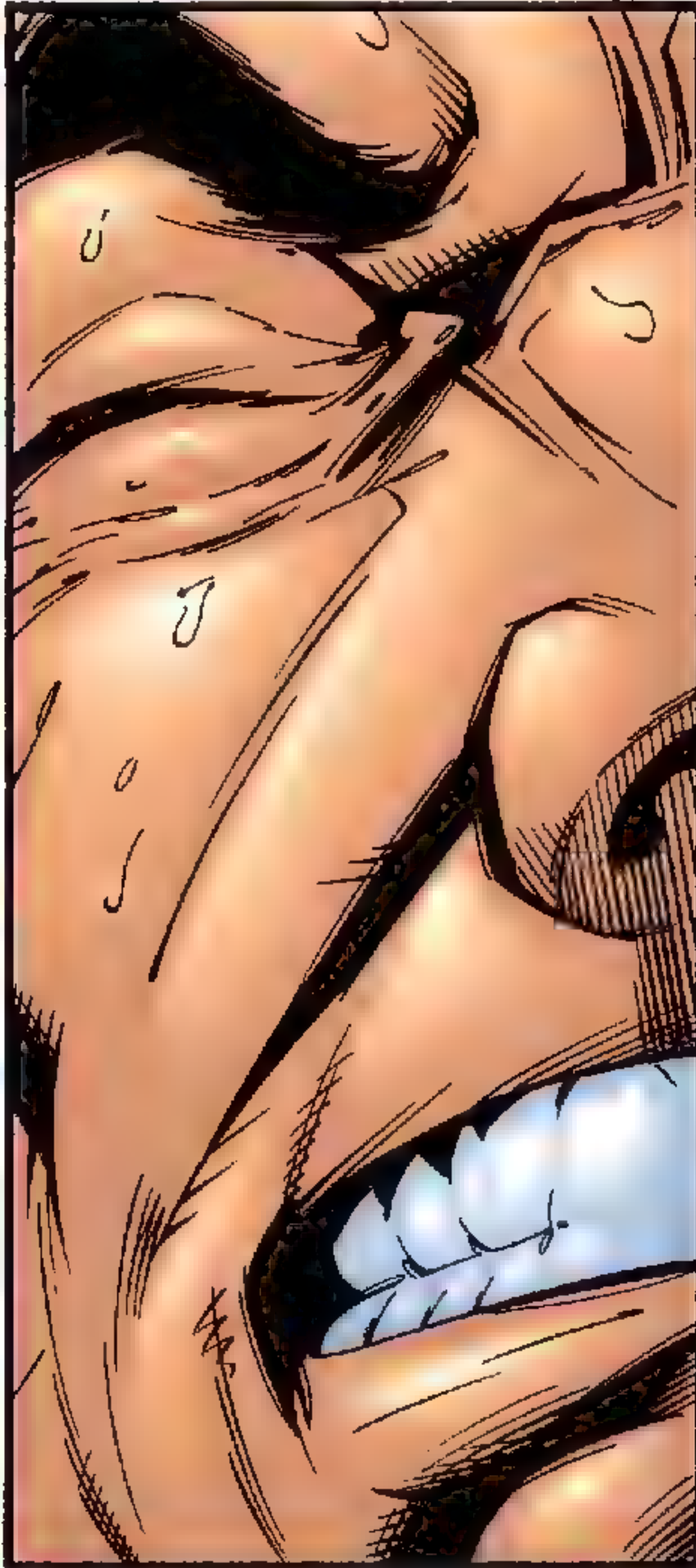
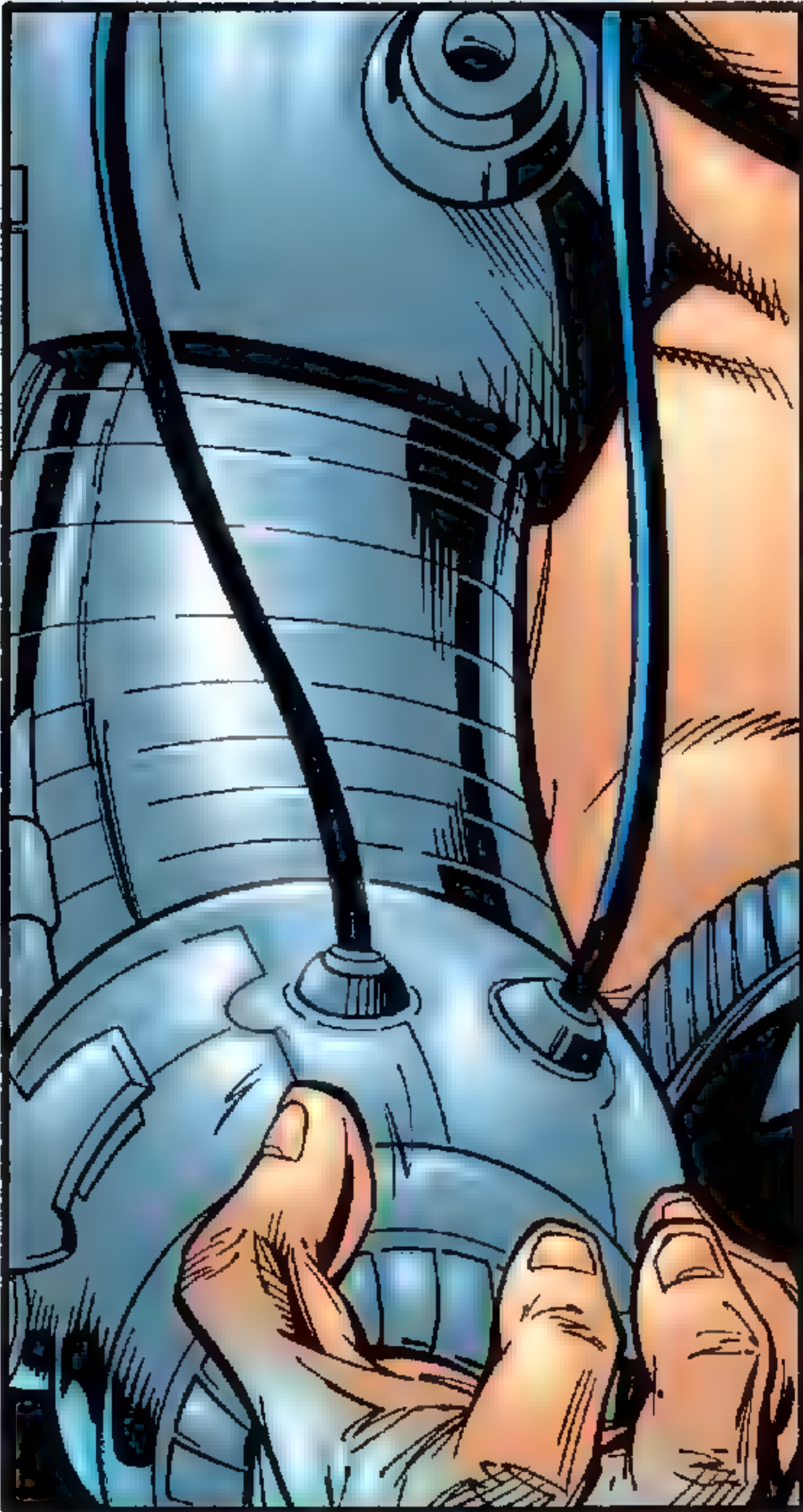
OH,
QUIT YOUR
WHINING!













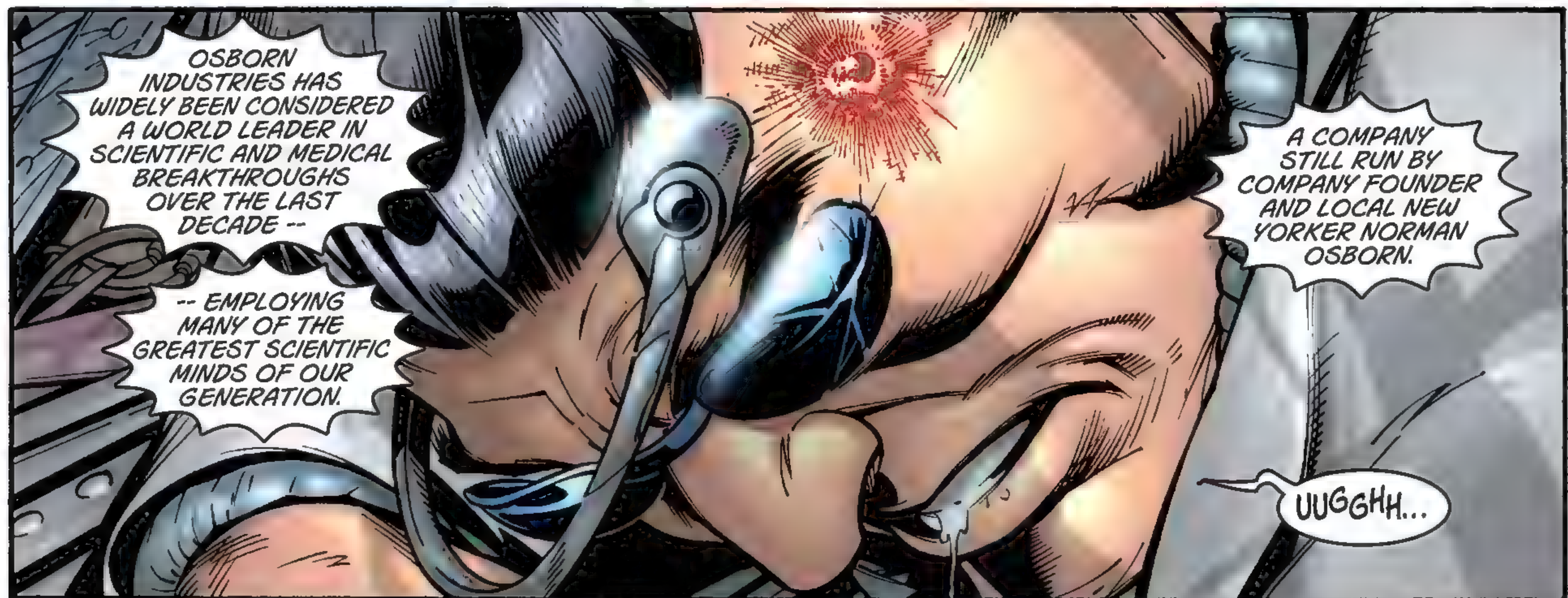


FOR
THOSE OF
YOU JUST
TUNING
IN...

THERE
HAS BEEN A
MAJOR ACCIDENT AT
THE MAIN LABORATORY
FACILITIES OF
OSBORN INDUSTRIES
EARLIER THIS
EVENING.



DETAILS ARE
STILL SKETCHY,
BUT WE HAVE
CONFIRMATION
THAT THERE ARE
FATALITIES
INVOLVED.



OSBORN
INDUSTRIES HAS
WIDELY BEEN CONSIDERED
A WORLD LEADER IN
SCIENTIFIC AND MEDICAL
BREAKTHROUGHS
OVER THE LAST
DECADE --

-- EMPLOYING
MANY OF THE
GREATEST SCIENTIFIC
MINDS OF OUR
GENERATION.

A COMPANY
STILL RUN BY
COMPANY FOUNDER
AND LOCAL NEW
YORKER NORMAN
OSBORN.

UUGGH...



THERE HAS
BEEN MUCH
SPECULATION
IN THE MEDICAL
COMMUNITY ABOUT
THE COMPANY'S
FUTURE.

SOURCES
TELL US THAT
THERE HAS BEEN
INDUSTRY TALK OF
SOME REVOLUTIONARY
NEW PRODUCT BEING
DEVELOPED BY
OSBORN.

WHETHER
OR NOT WHAT
HAS HAPPENED
TONIGHT HAS
ANYTHING TO DO
WITH SUCH A
PRODUCT IS
UNCLEAR.

AUTHORITIES
ARE ASKING RESIDENTS
AND TRAVELERS TO STAY
CLEAR OF THE AREA OF
OSBORN INDUSTRIES UNTIL
SUCH TIME AS THE SAFETY
OF THE AREA CAN BE
DECLARED SECURE.

DAD...

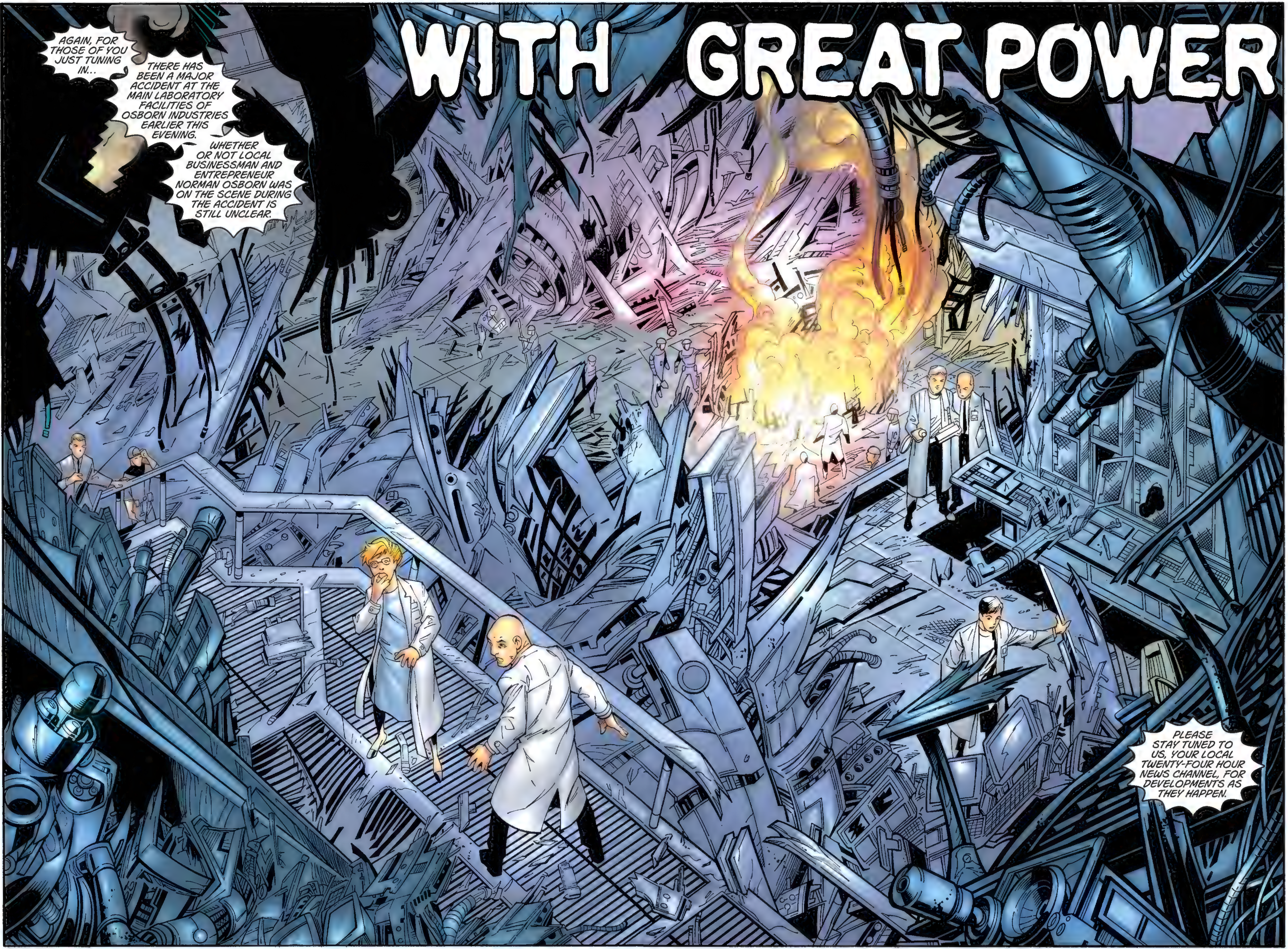
WITH GREAT POWER

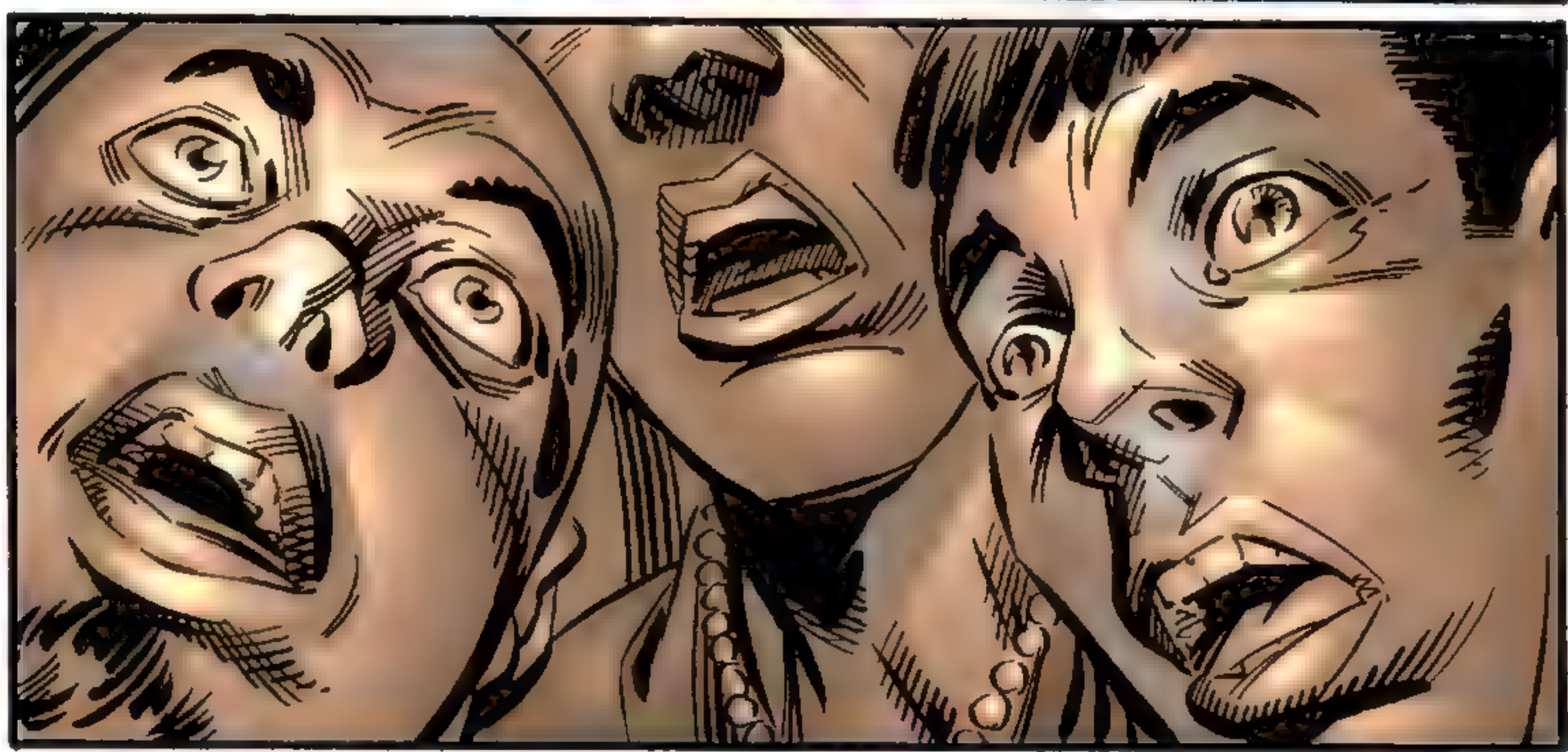
AGAIN, FOR
THOSE OF YOU
JUST TUNING
IN...

THERE HAS
BEEN A MAJOR
ACCIDENT AT THE
MAIN LABORATORY
FACILITIES OF
OSBORN INDUSTRIES
EARLIER THIS
EVENING.

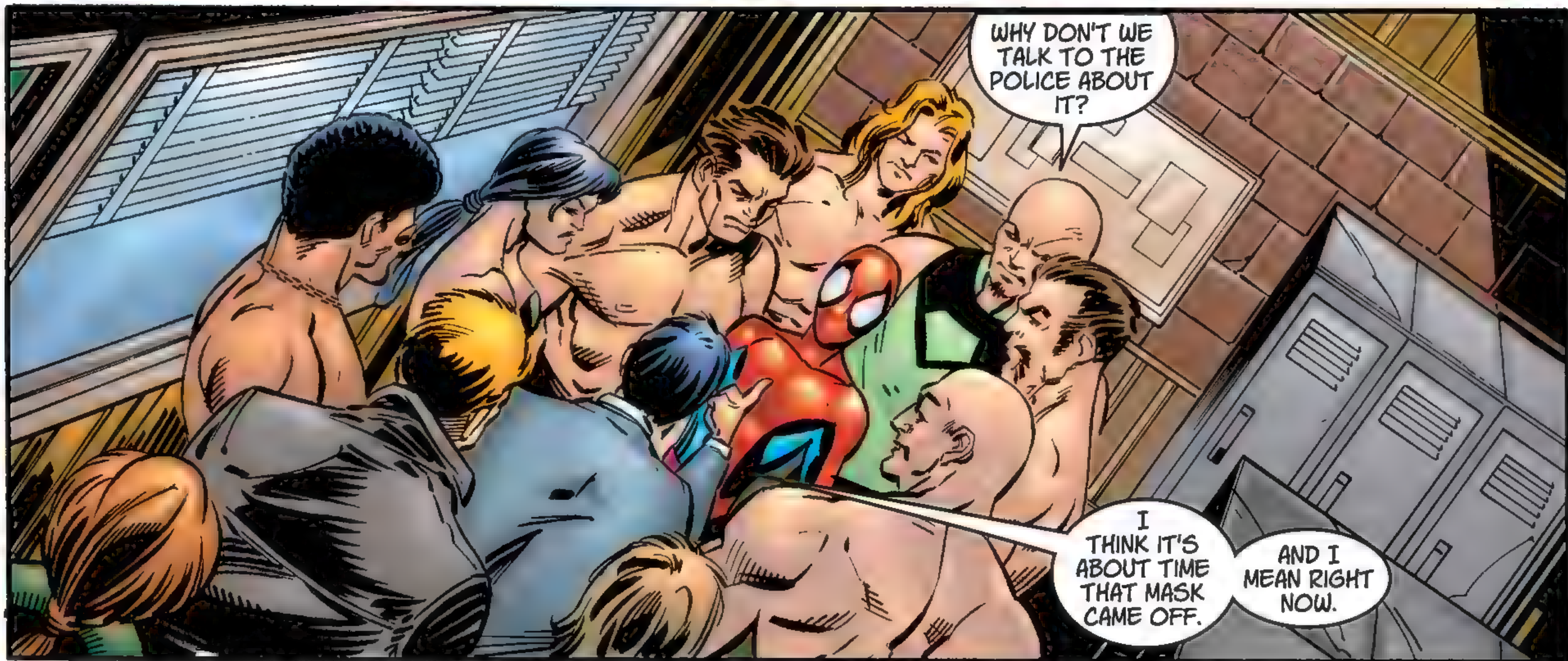
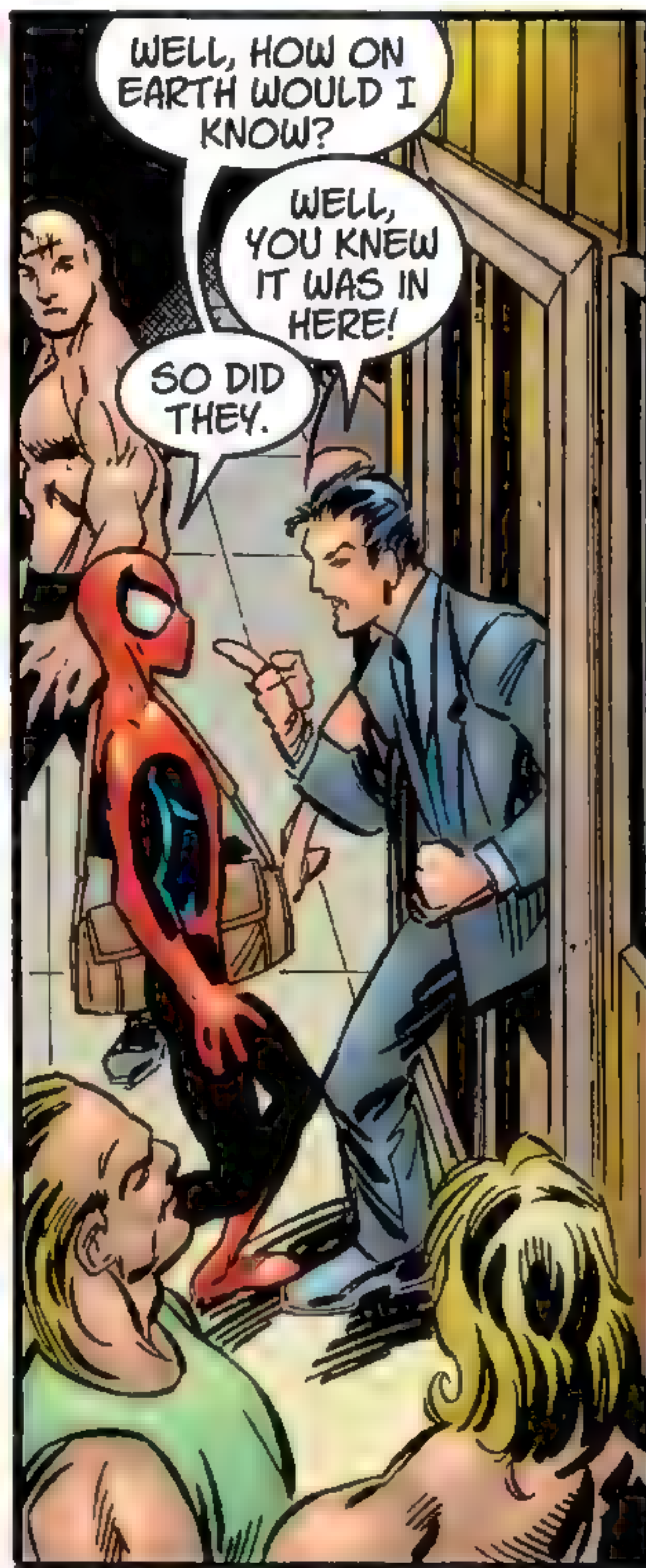
WHETHER
OR NOT LOCAL
BUSINESSMAN AND
ENTREPRENEUR
NORMAN OSBORN
WAS ON THE SCENE
DURING THE
ACCIDENT IS
STILL UNCLEAR.

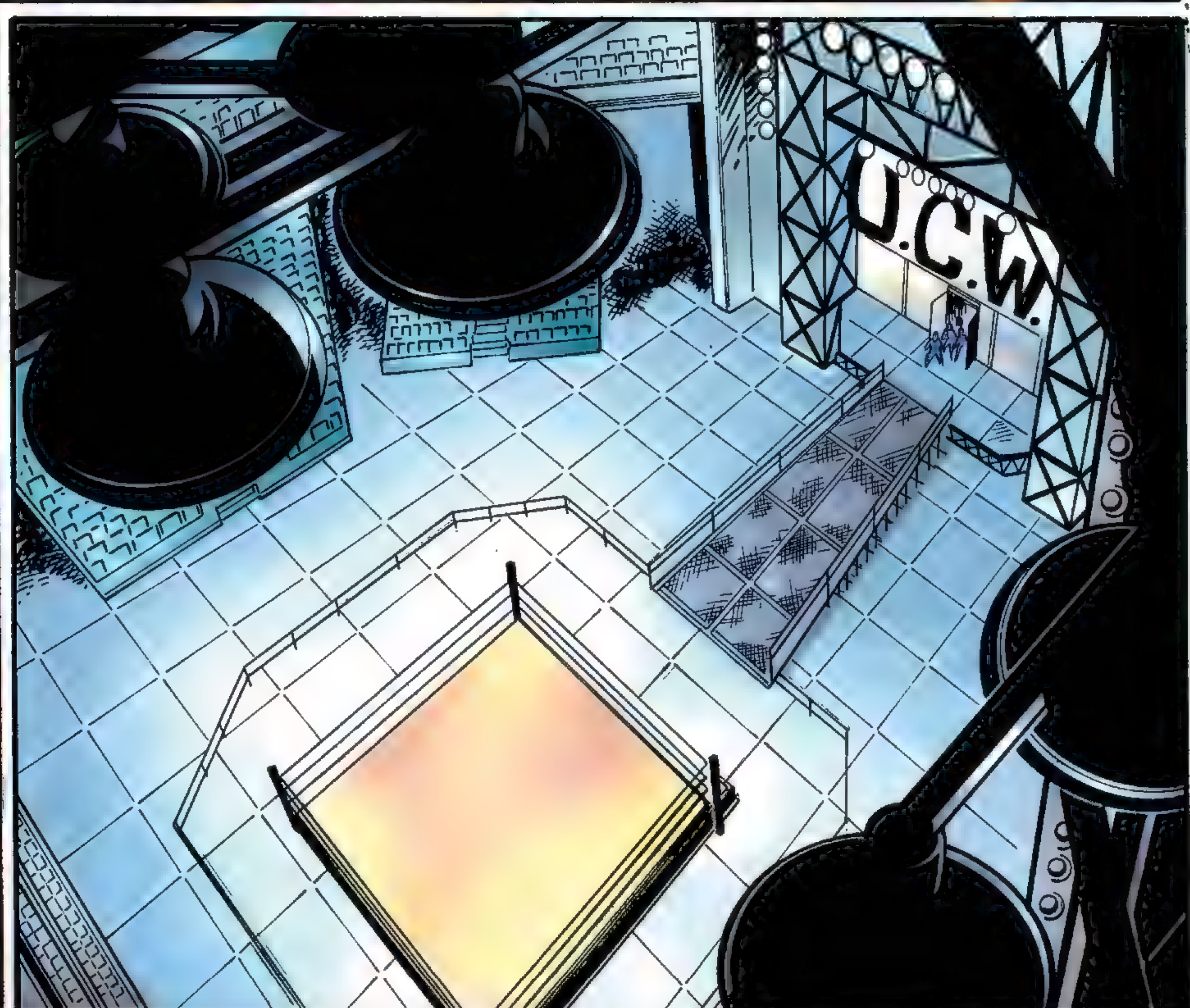
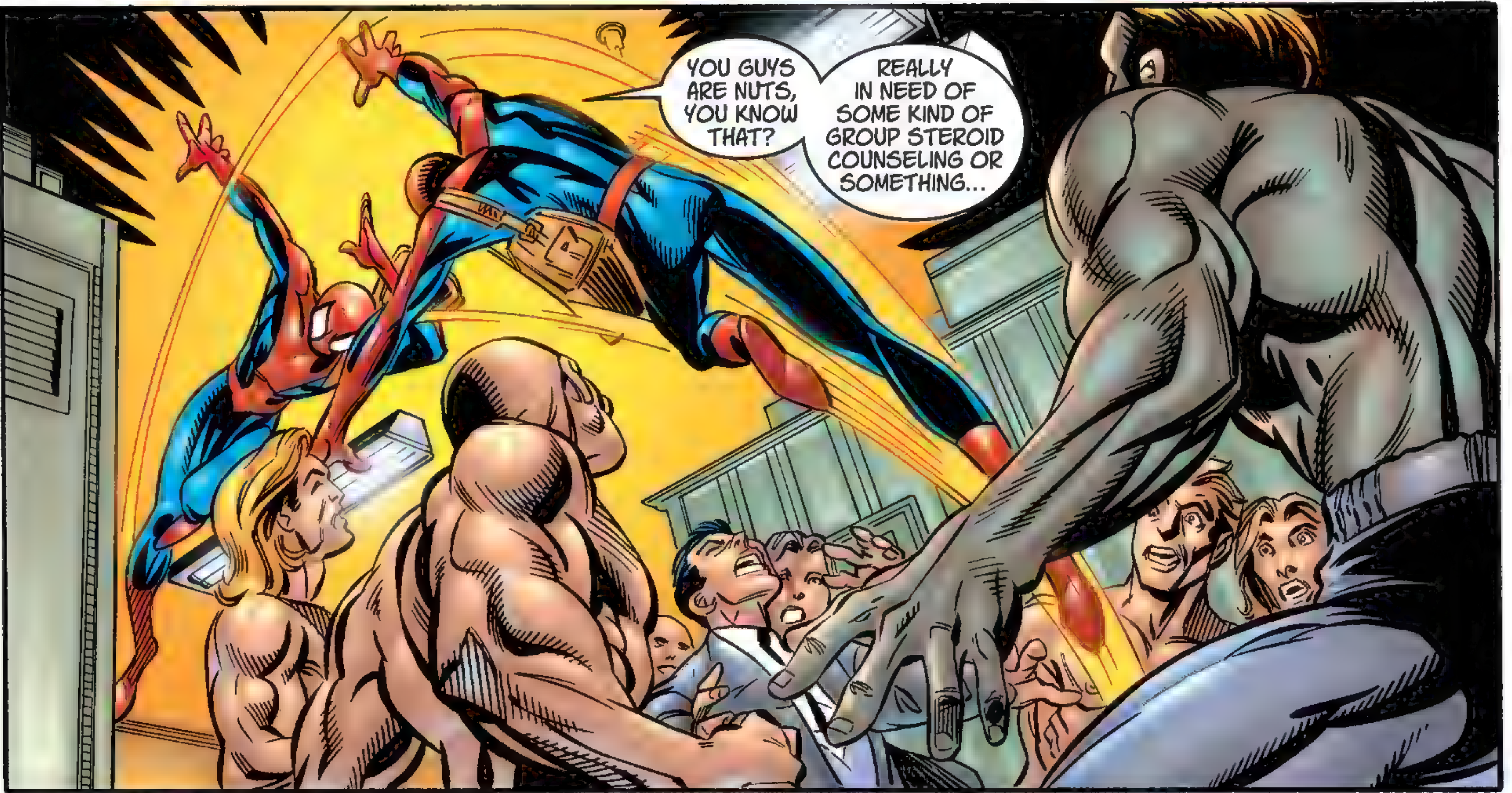
PLEASE
STAY TUNED TO
US, YOUR LOCAL
TWENTY-FOUR HOUR
NEWS CHANNEL, FOR
DEVELOPMENTS AS
THEY HAPPEN.













WELL, THERE GOES
MY WRESTLING
CAREER.

BUNCH O'
MANIACS.

I COULD'A MOPPED
THE FLOOR WITH THE
BUNCH OF THEM.

THEY'RE SO LUCKY I'VE
GOT A HEART OF GOLD.

SURE, THERE'S THE
TAINTED BLOOD OF
A SPIDER RUNNING
THROUGH IT, BUT
IT'S STILL A HEART
OF GOLD.

SO, I'LL GET A NORMAL
JOB LIKE A NORMAL
TEENAGER -- HELP
CHIP IN FOR UNCLE
BEN AND AUNT MAY.

WONDER IF THESE
SPIDER-POWERS
WILL BE AN ASSET
CHANGING THE GREASE
TRAPS AT THE CORNER
WENDY'S.

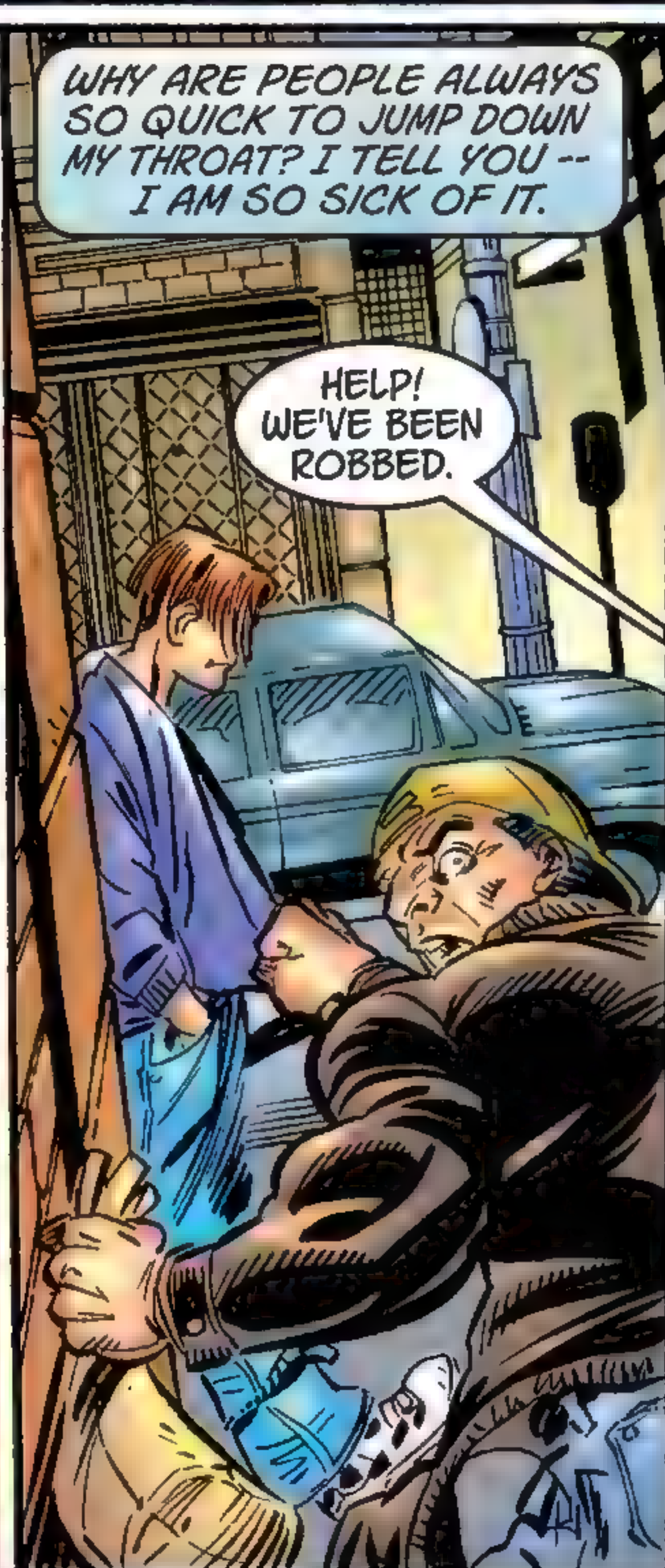
NO, I GOTTA GET A
JOB WITH COMPUTERS
OR AT A LAB OR
SOMETHING.



CAN'T BELIEVE THOSE
GUYS WERE GOING TO
RIP MY HEAD OFF LIKE
THAT. I BET THAT
MANAGER RIPPED THE
PLACE OFF HIMSELF.

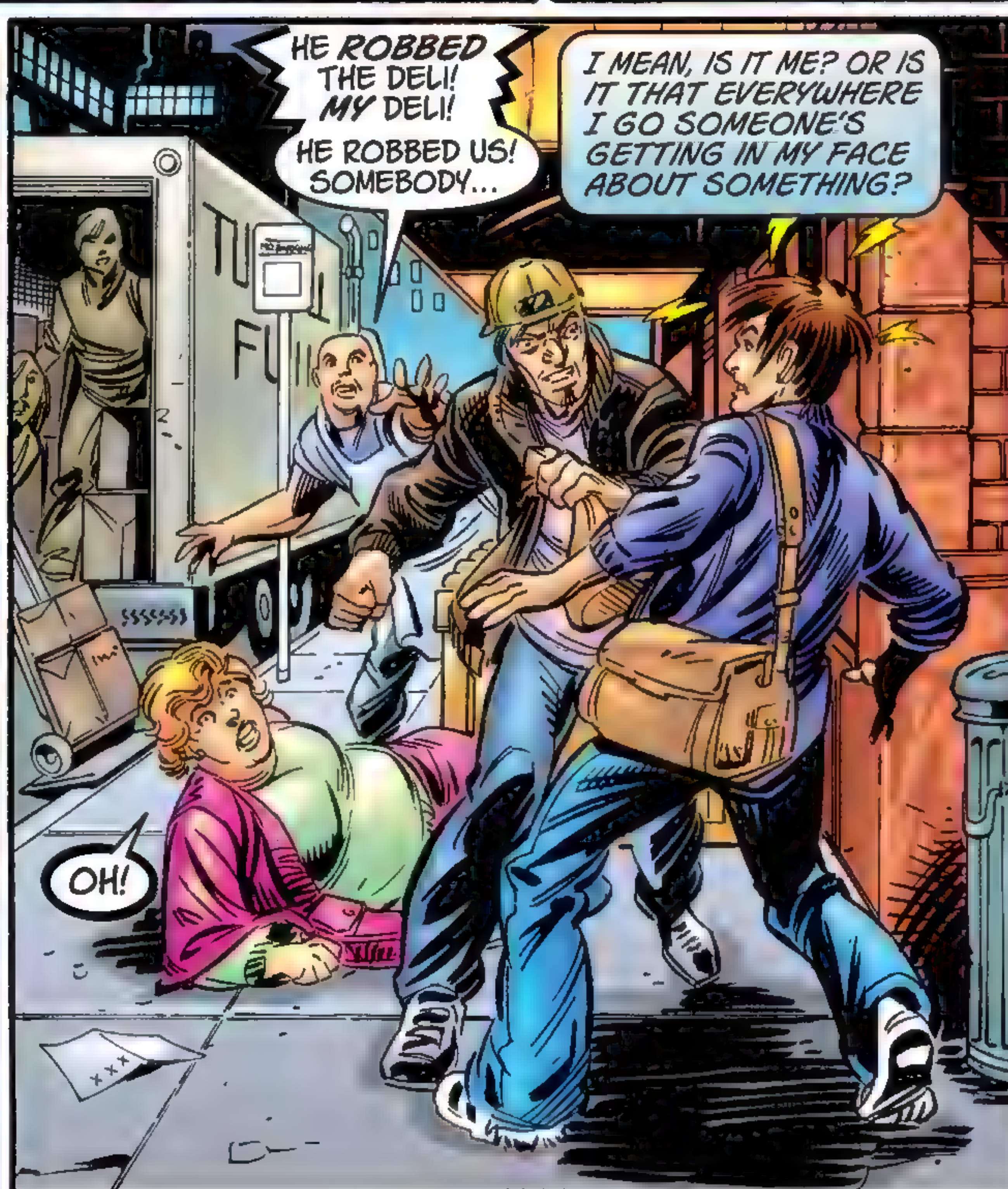
FIGURES HE CAN PIN
IT ON ME LIKE THAT.

REALLY BURNS MY BUTT.



WHY ARE PEOPLE ALWAYS
SO QUICK TO JUMP DOWN
MY THROAT? I TELL YOU --
I AM SO SICK OF IT.

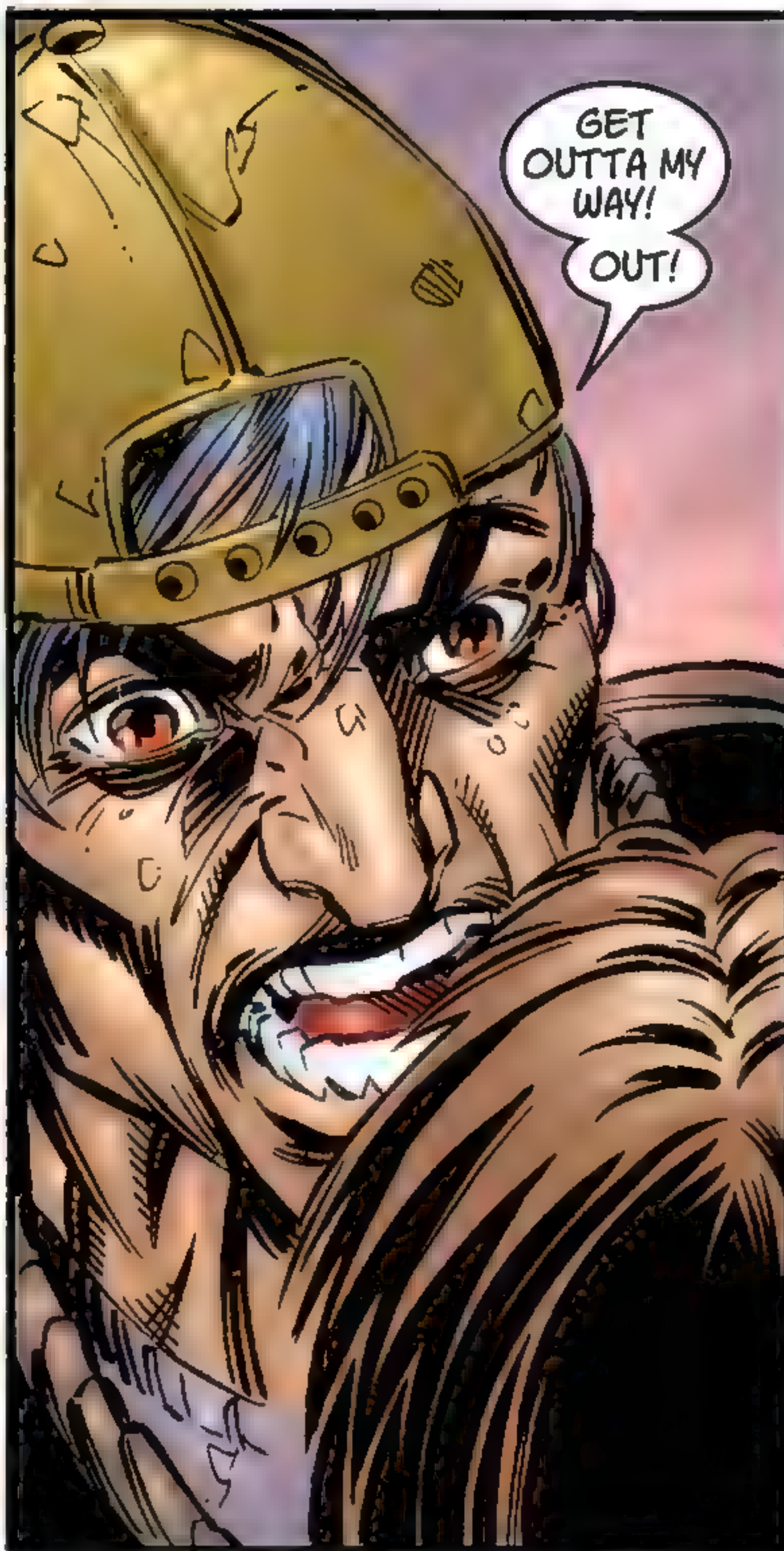
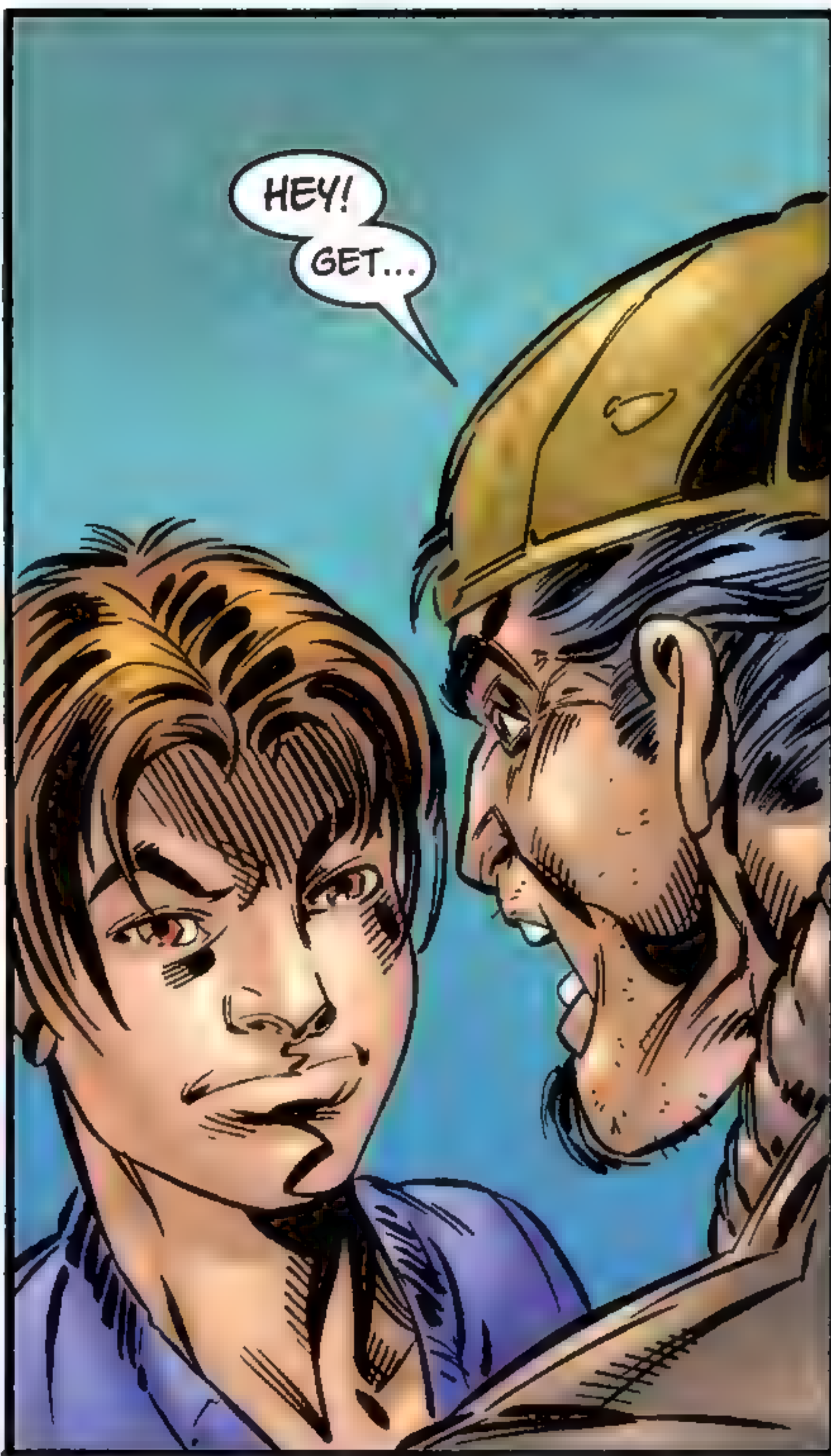
HELP!
WE'VE BEEN
ROBBED.

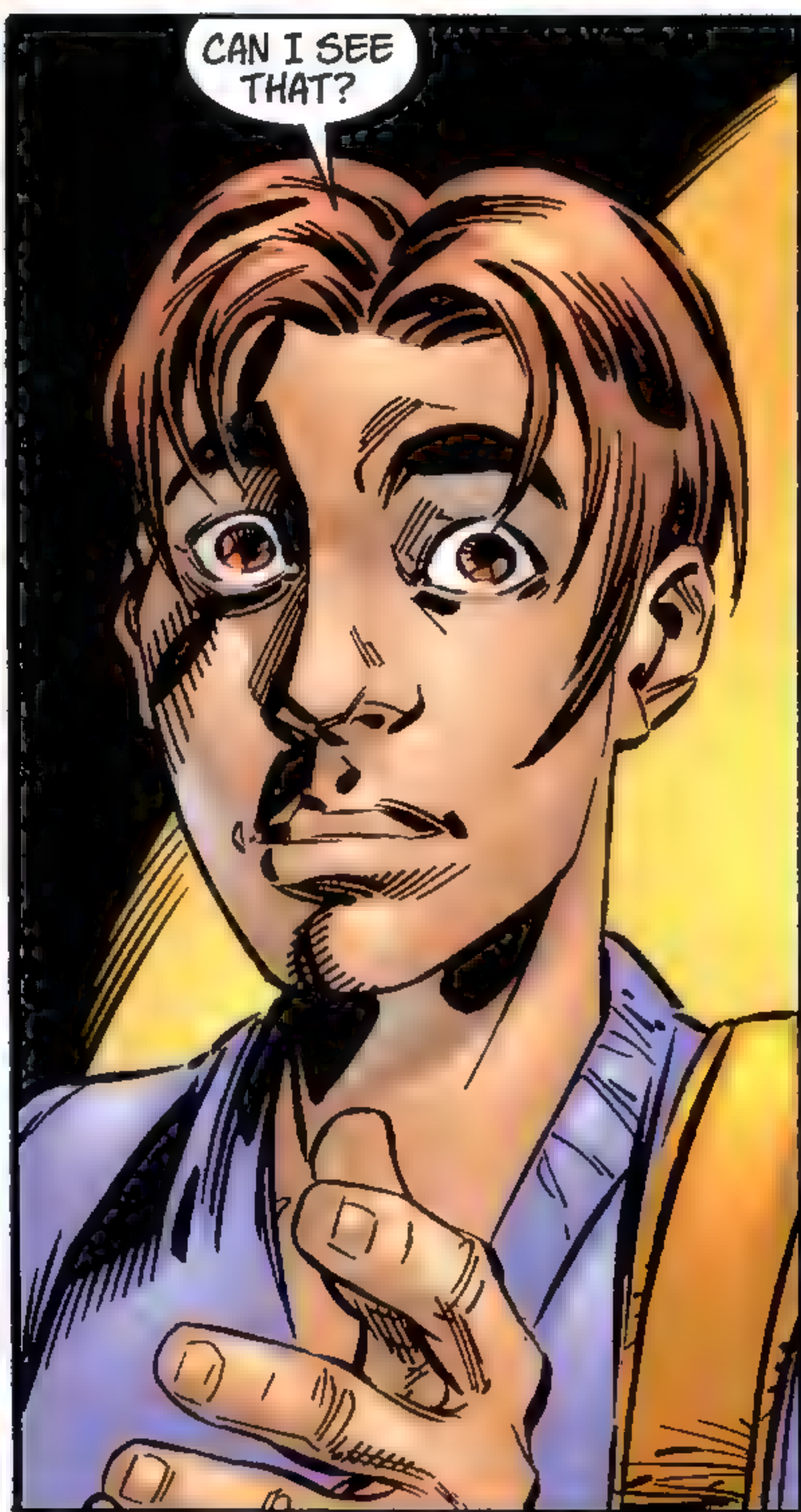
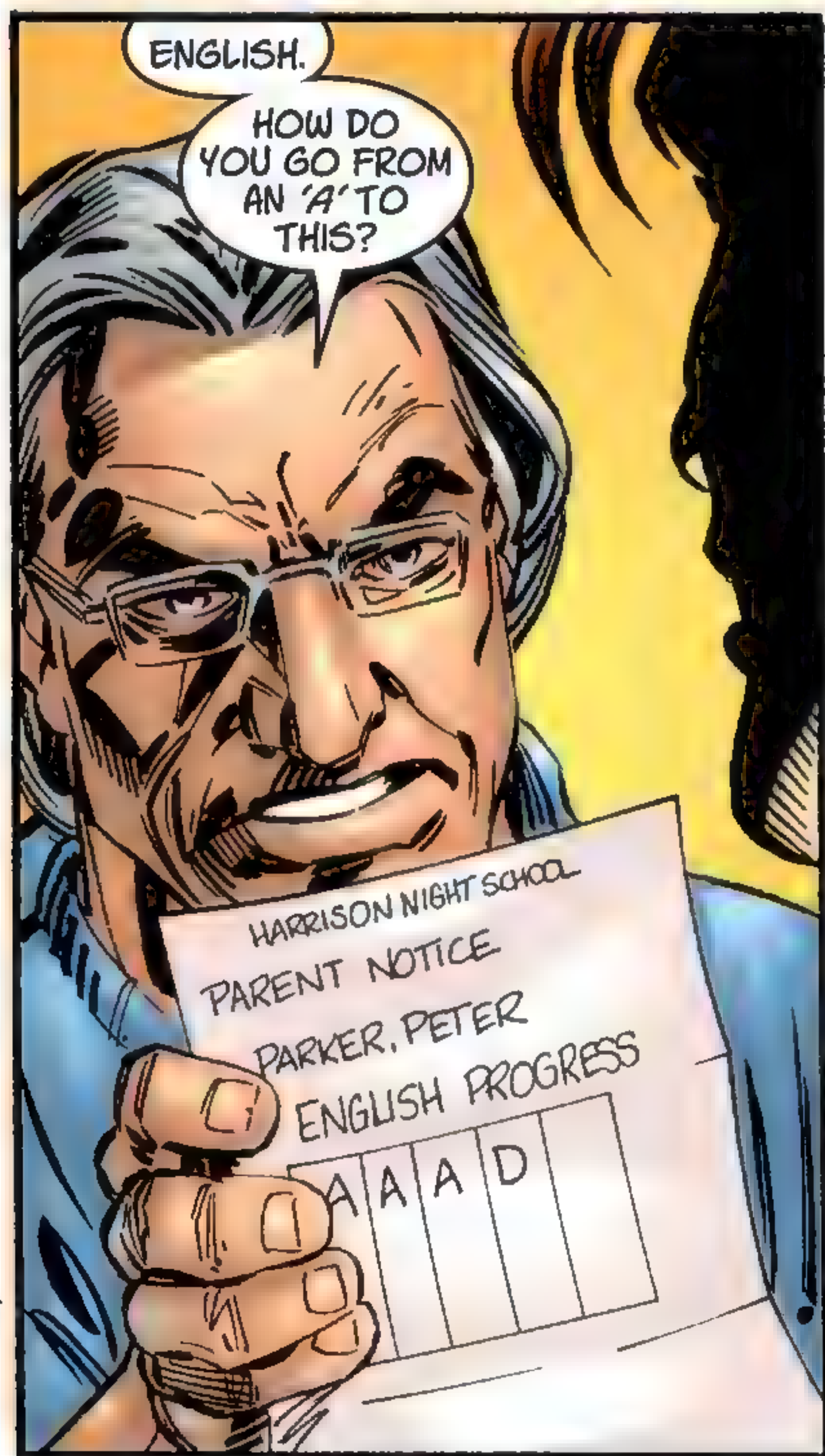
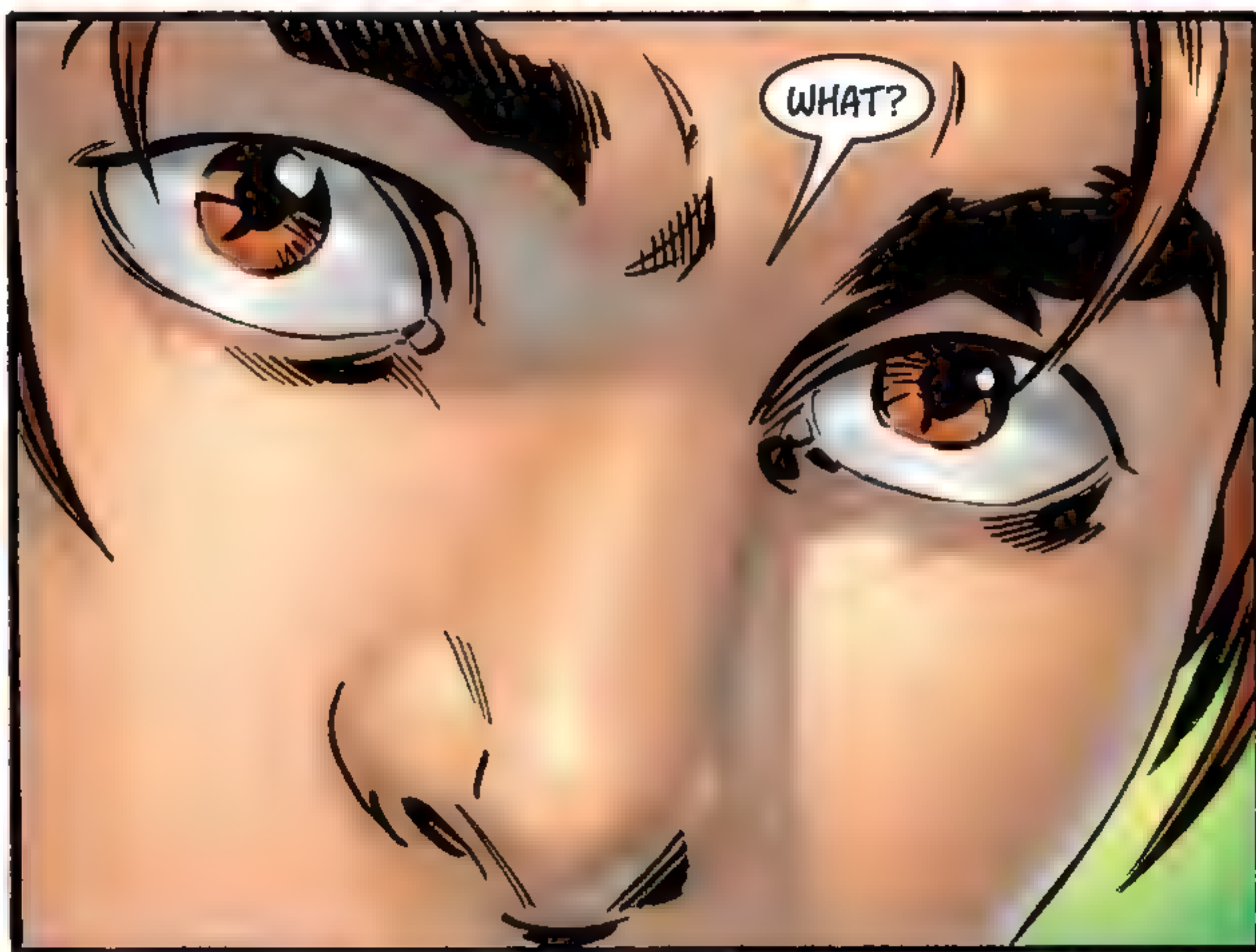
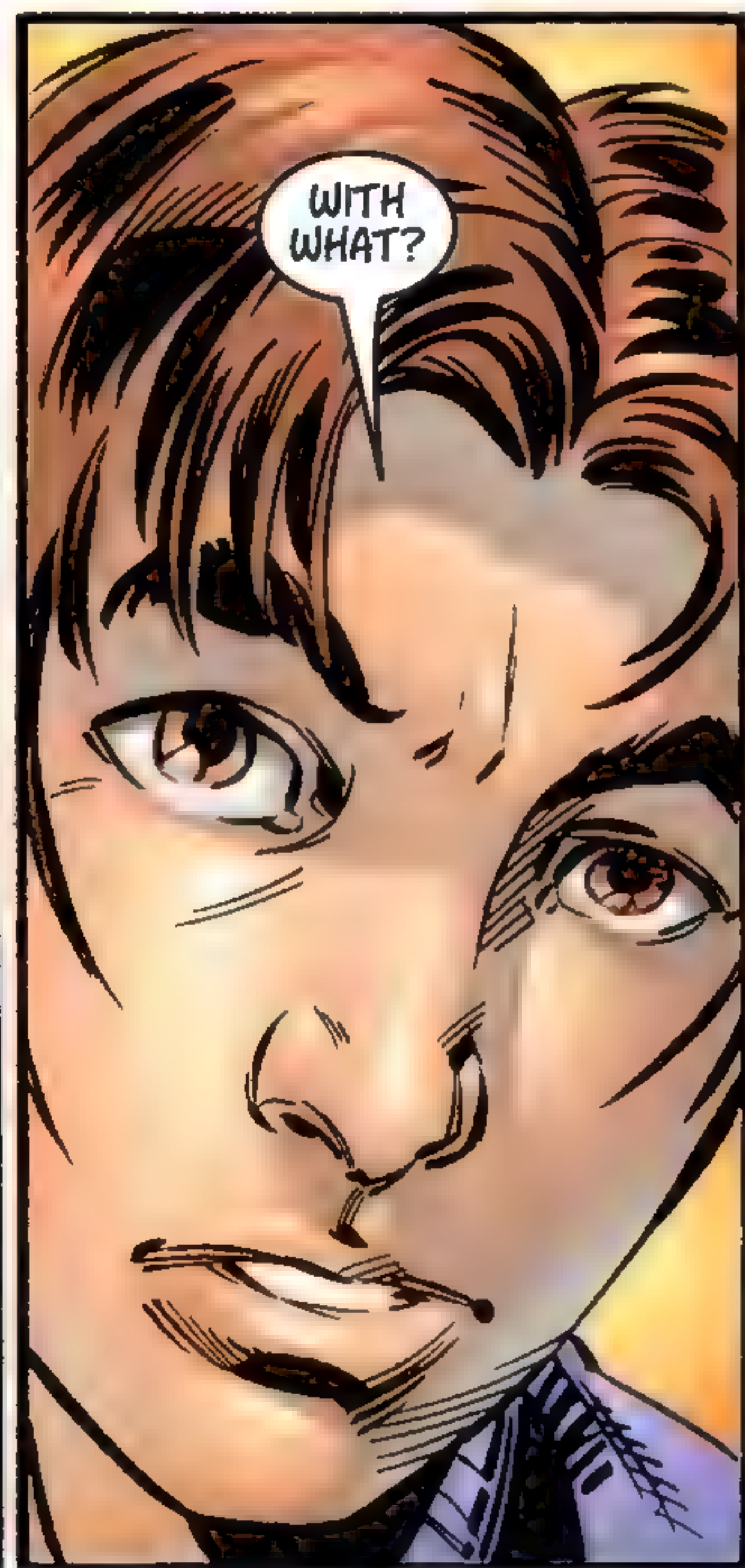


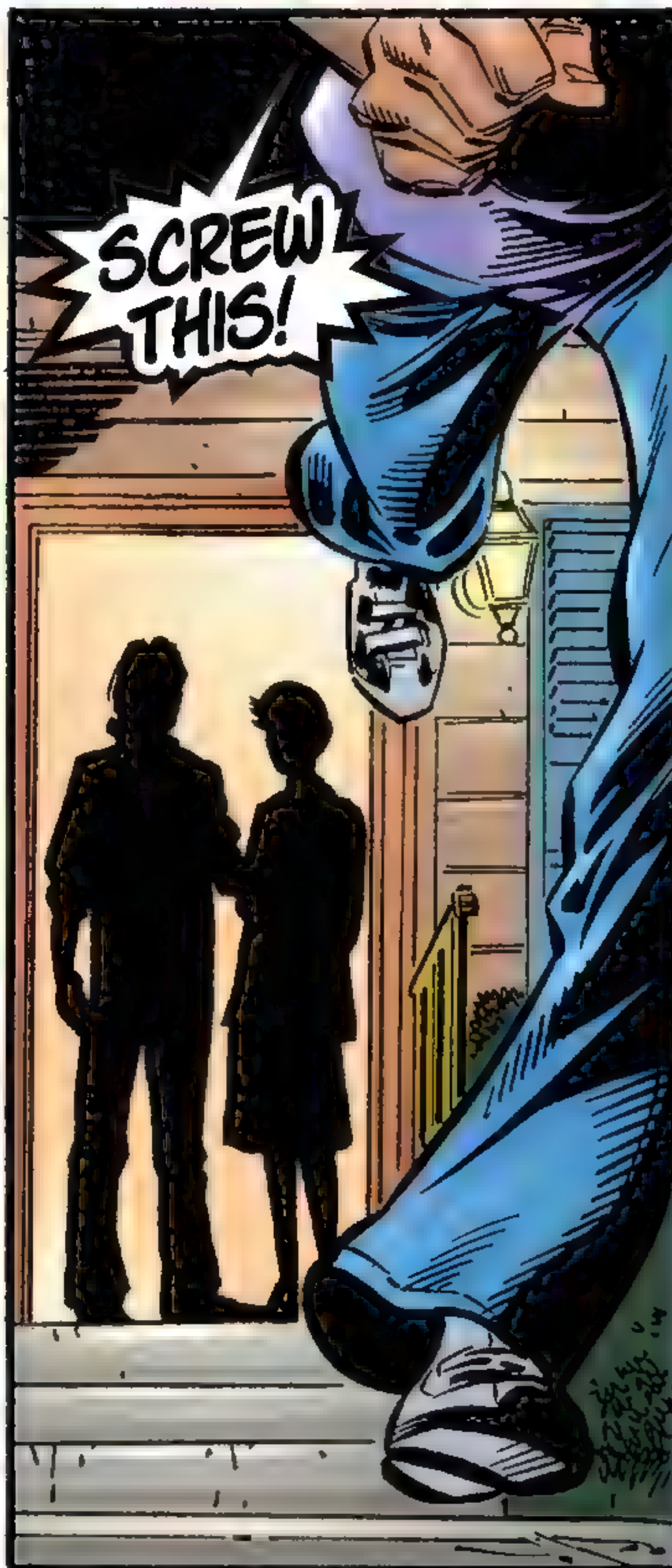
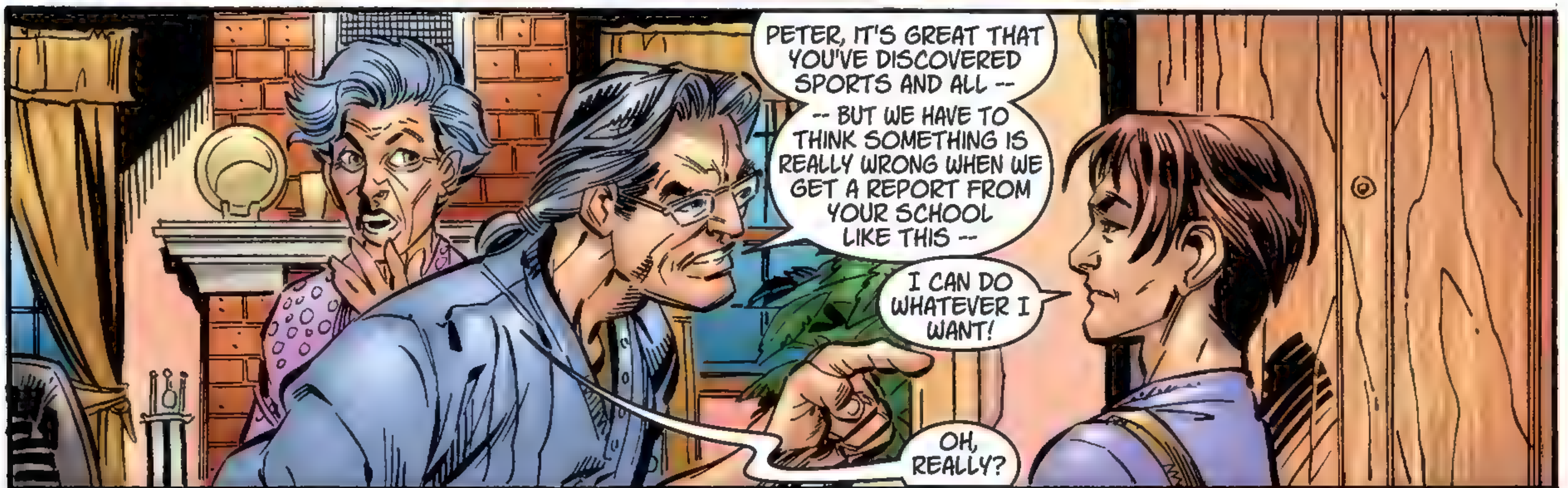
HE ROBBED
THE DELI!
MY DELI!
HE ROBBED US!
SOMEBODY...

I MEAN, IS IT ME? OR IS
IT THAT EVERYWHERE
I GO SOMEONE'S
GETTING IN MY FACE
ABOUT SOMETHING?

OH!









I HATE THIS.



WHY CAN'T I JUST TELL THEM?

JUST TELL THEM WHAT I CAN DO NOW. TELL THEM THAT I'M OKAY.

THAT I'M SO MUCH BETTER THAN OKAY.

IT'S LIKE SOMETHING IS HOLDING ME BACK -- LIKE I SHOULDN'T TELL THEM.



EVERYTHING IS SO DIFFERENT NOW AND I HAVEN'T EVEN HAD, LIKE, A SECOND TO FIGURE IT ALL OUT.

ONE MINUTE I'M PETER PARKER, KING OF THE DWEBBS, AND THEN ALL OF A SUDDEN I CAN DO THIS.

AND I DON'T EVEN KNOW WHAT THIS IS.

NOW I'M PLAYING BASKETBALL AND I DON'T EVEN LIKE IT. I'M WRESTLING AND I DON'T EVEN LIKE IT.



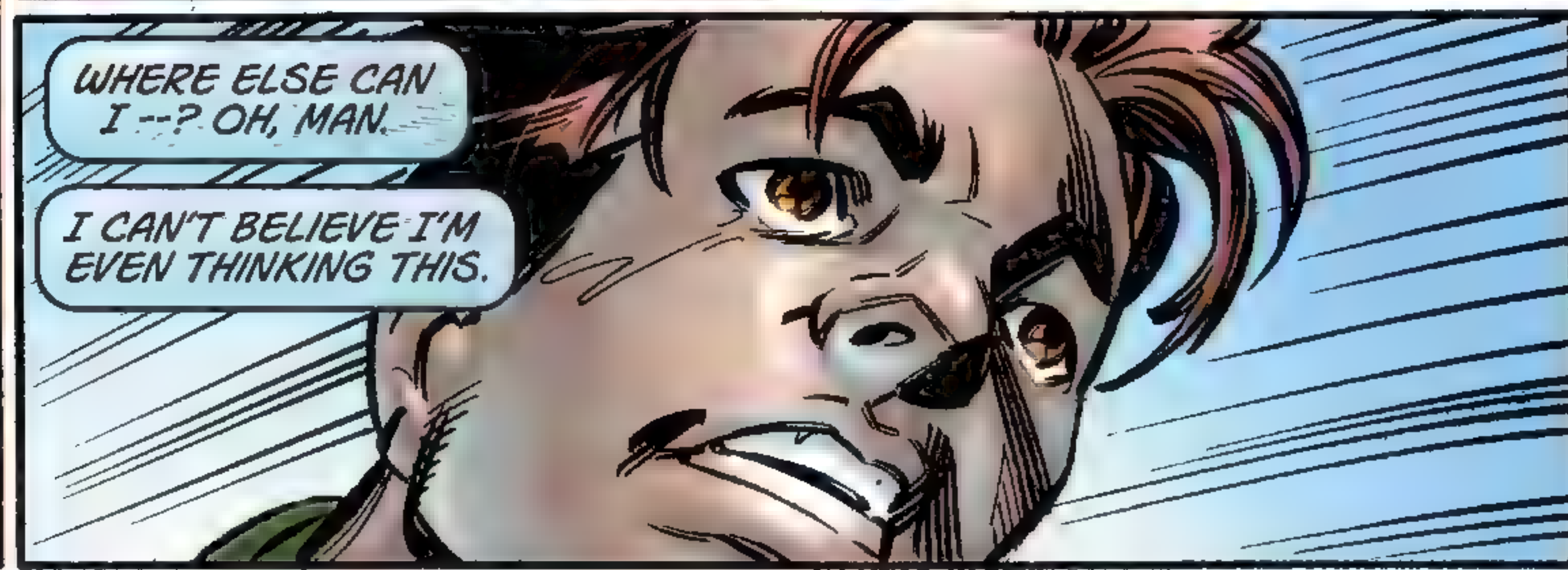
IT ISN'T ME. I DON'T CARE ABOUT ANY OF THIS STUFF. BUT WHAT DO I DO NOW? WHY HAS THIS HAPPENED TO ME?

MAYBE I SHOULD JUST BITE THE BULLET AND TALK TO HARRY'S CREEPY DAD. COME CLEAN WITH WHAT HAPPENED AT THE LAB WITH THE SPIDER AND WHATNOT.

IT WAS ALL A MISTAKE, HE CAN SEE THAT.

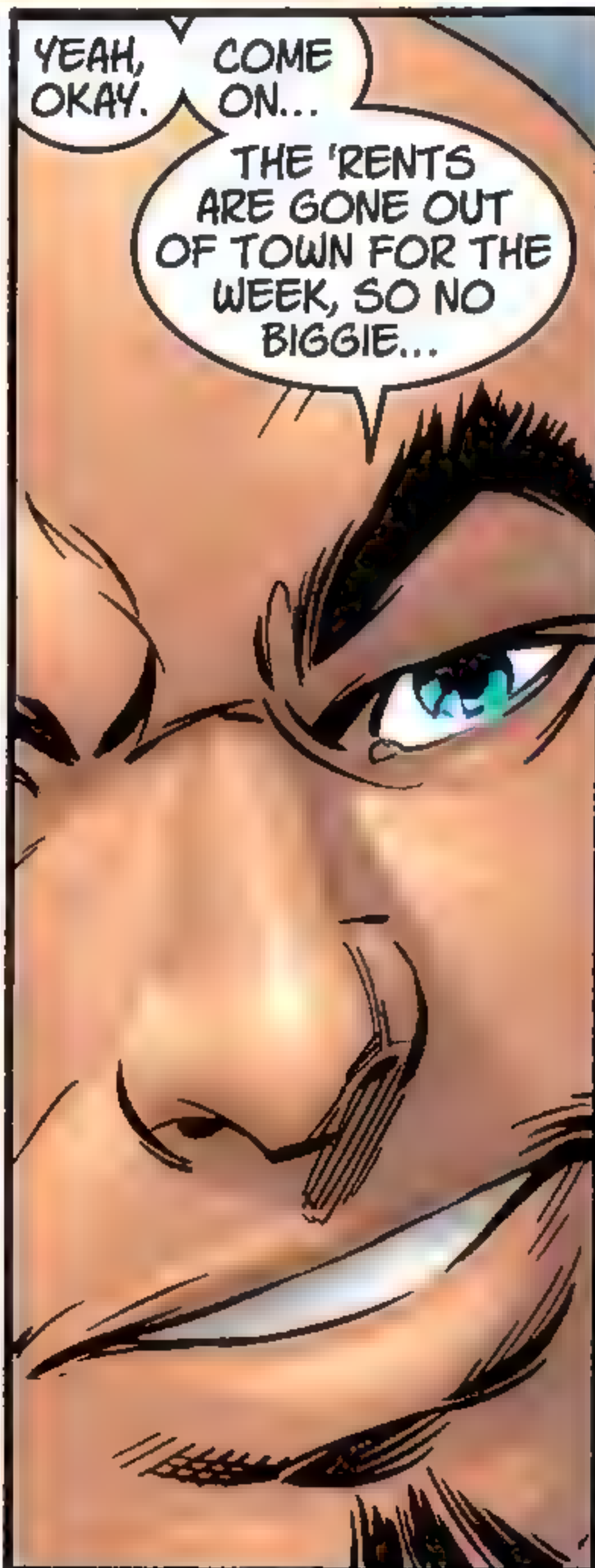
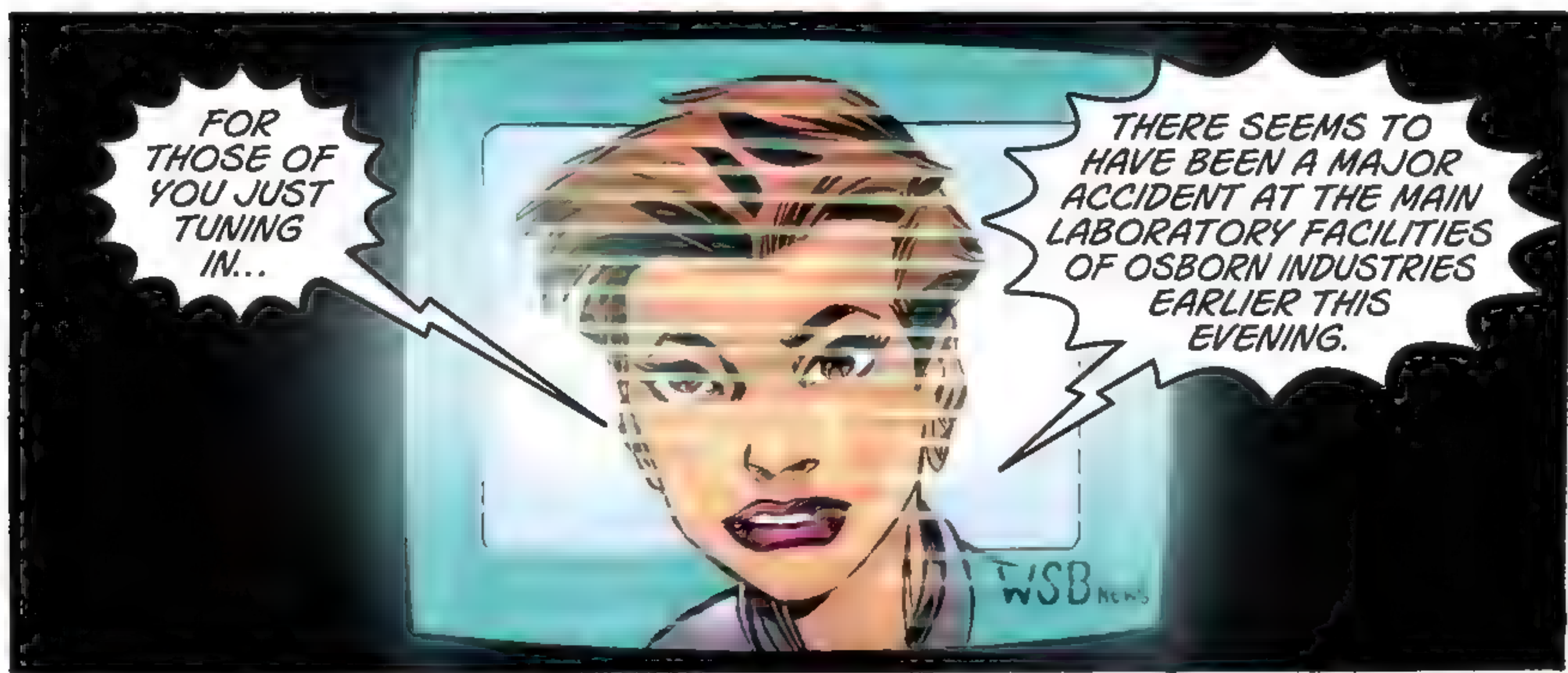
ONE THING'S FOR SURE, I'M NOT GOING BACK HOME TONIGHT.

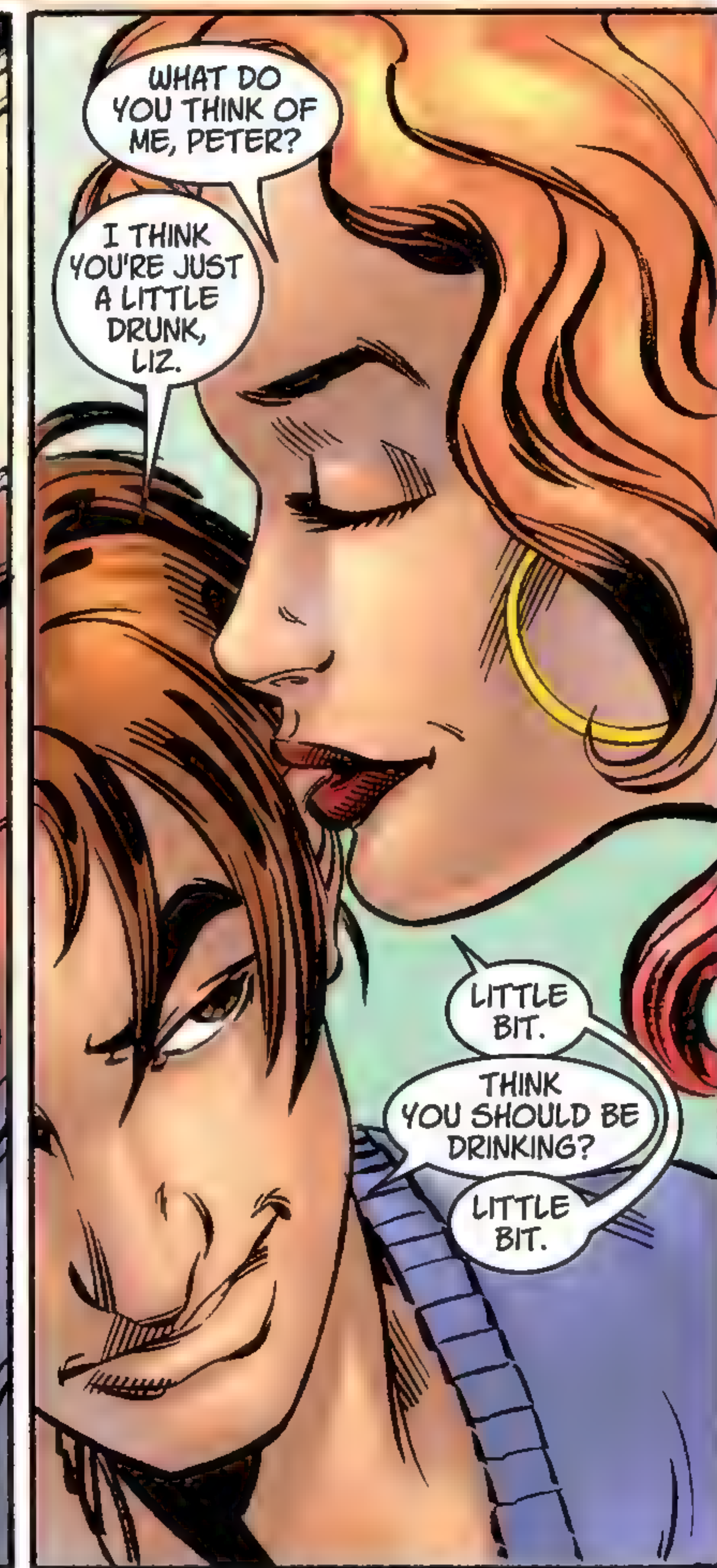
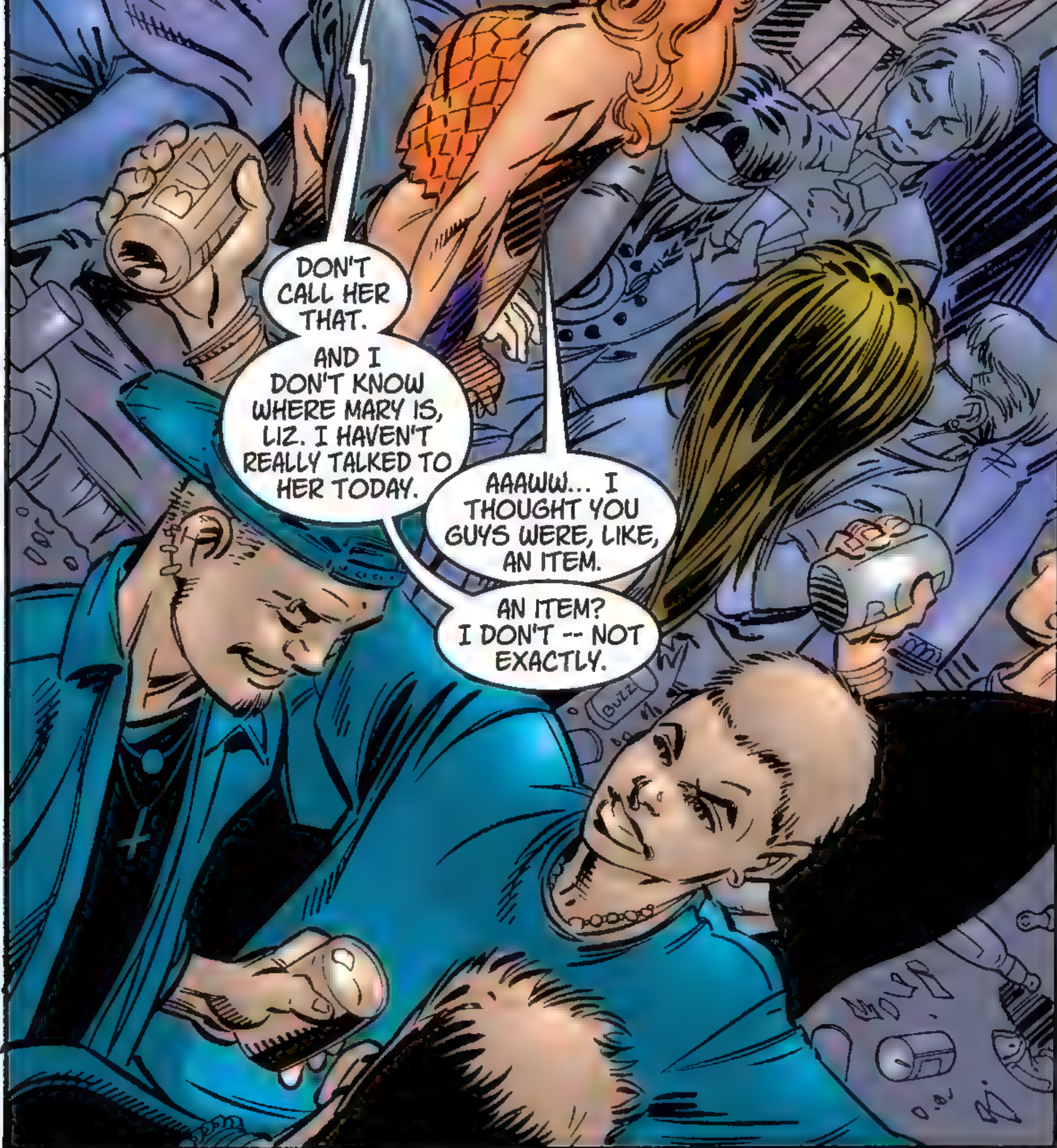
BUT WHERE CAN I GO? IF I GO TO MARY JANE'S, THE WATSONS WILL CALL MY HOUSE. HARRY'S IN THE HILLS.

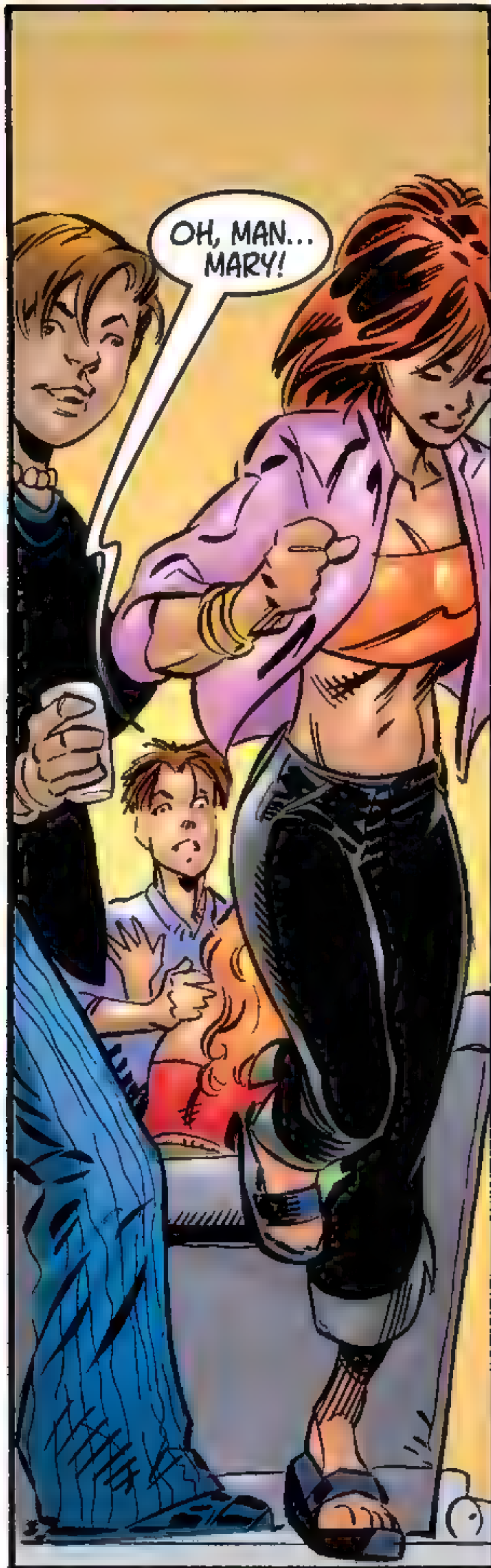
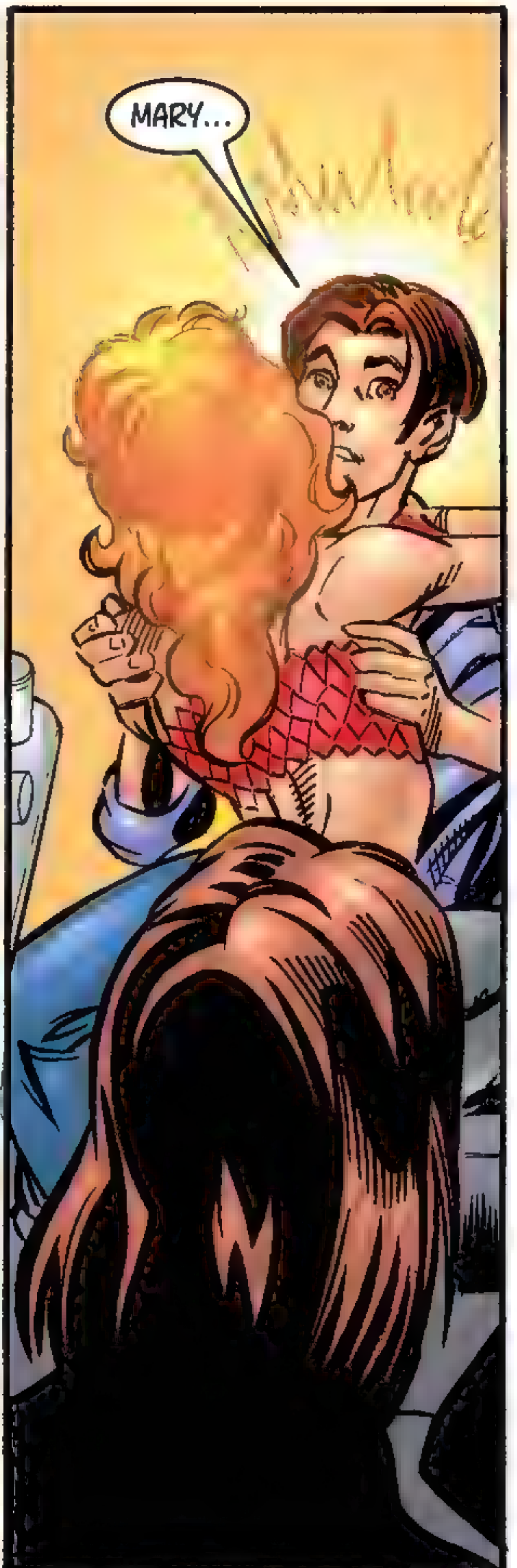
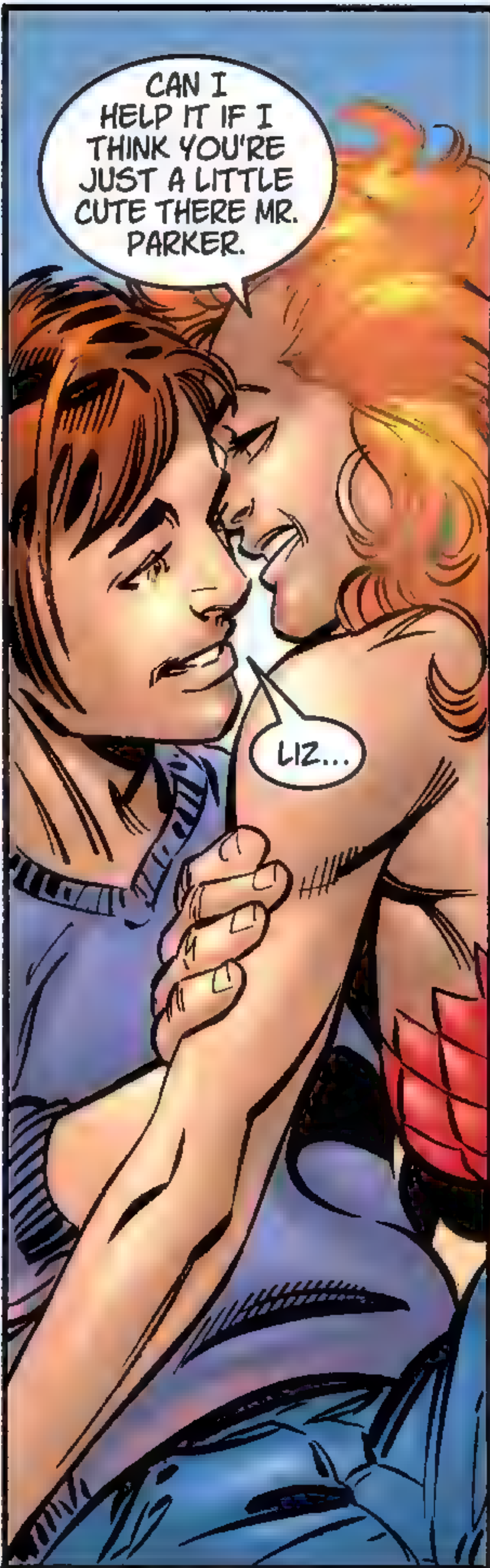
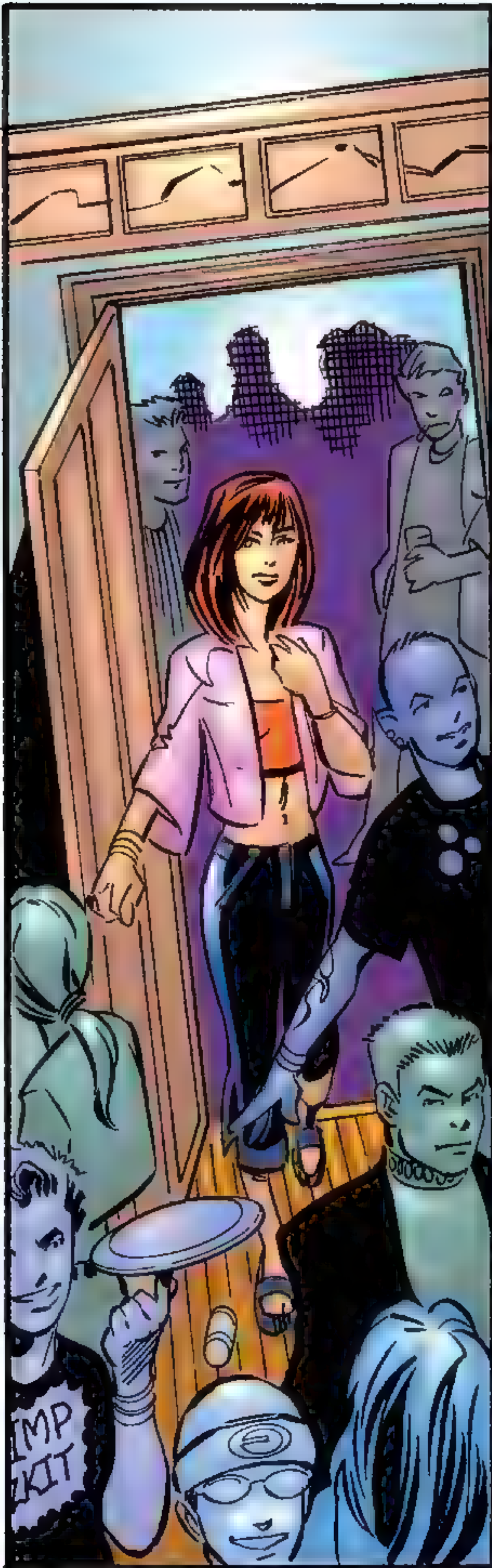


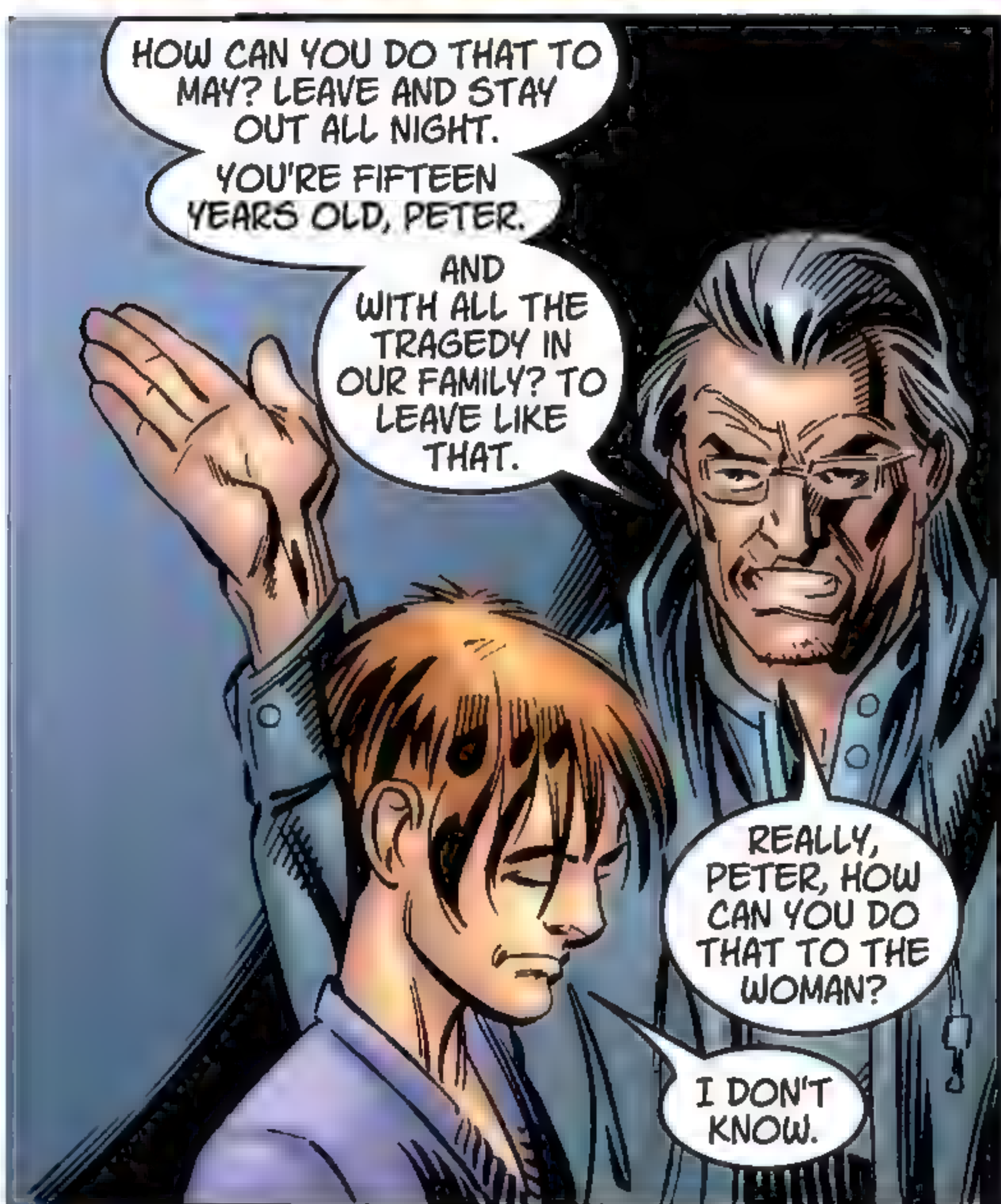
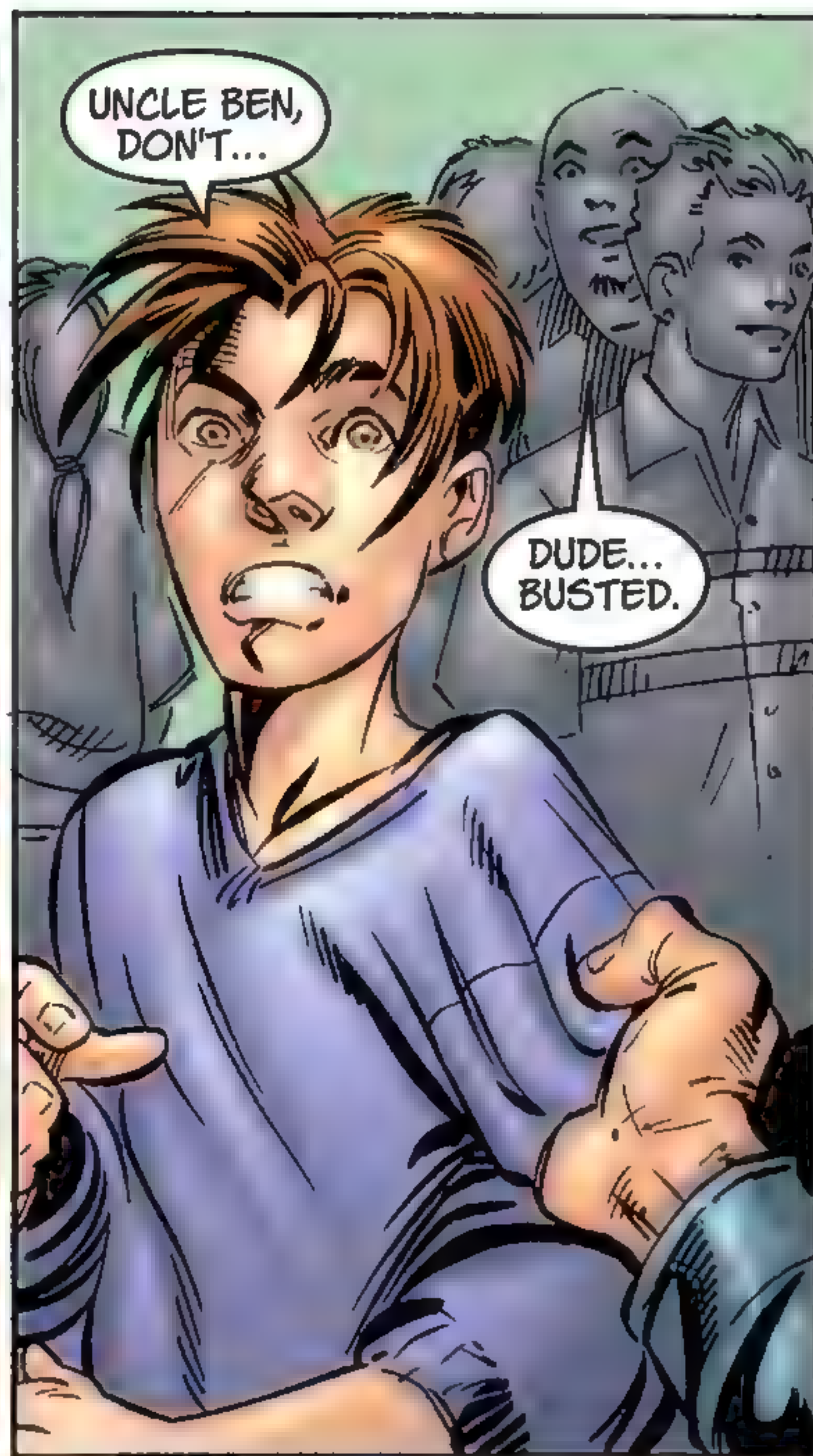
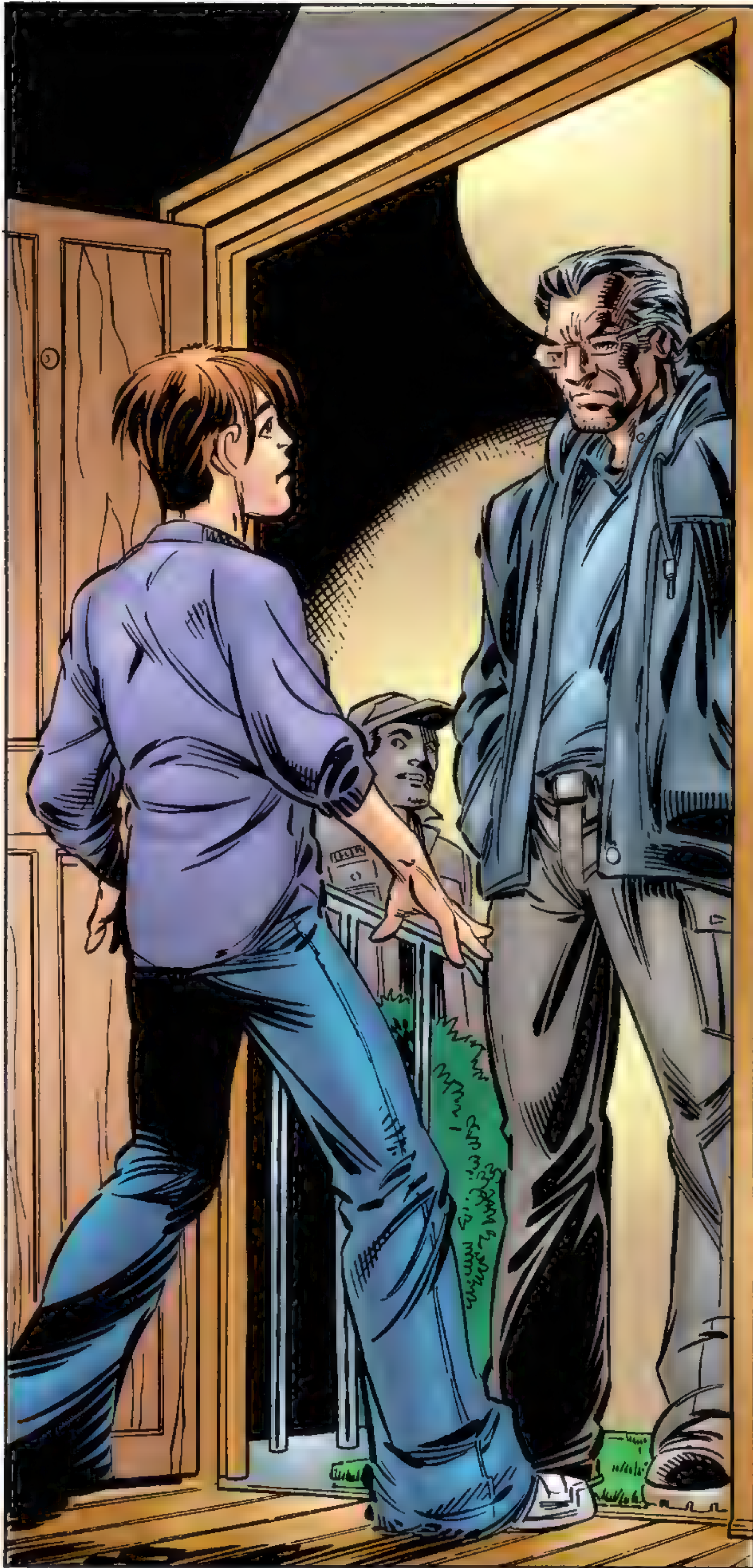
WHERE ELSE CAN I --? OH, MAN.

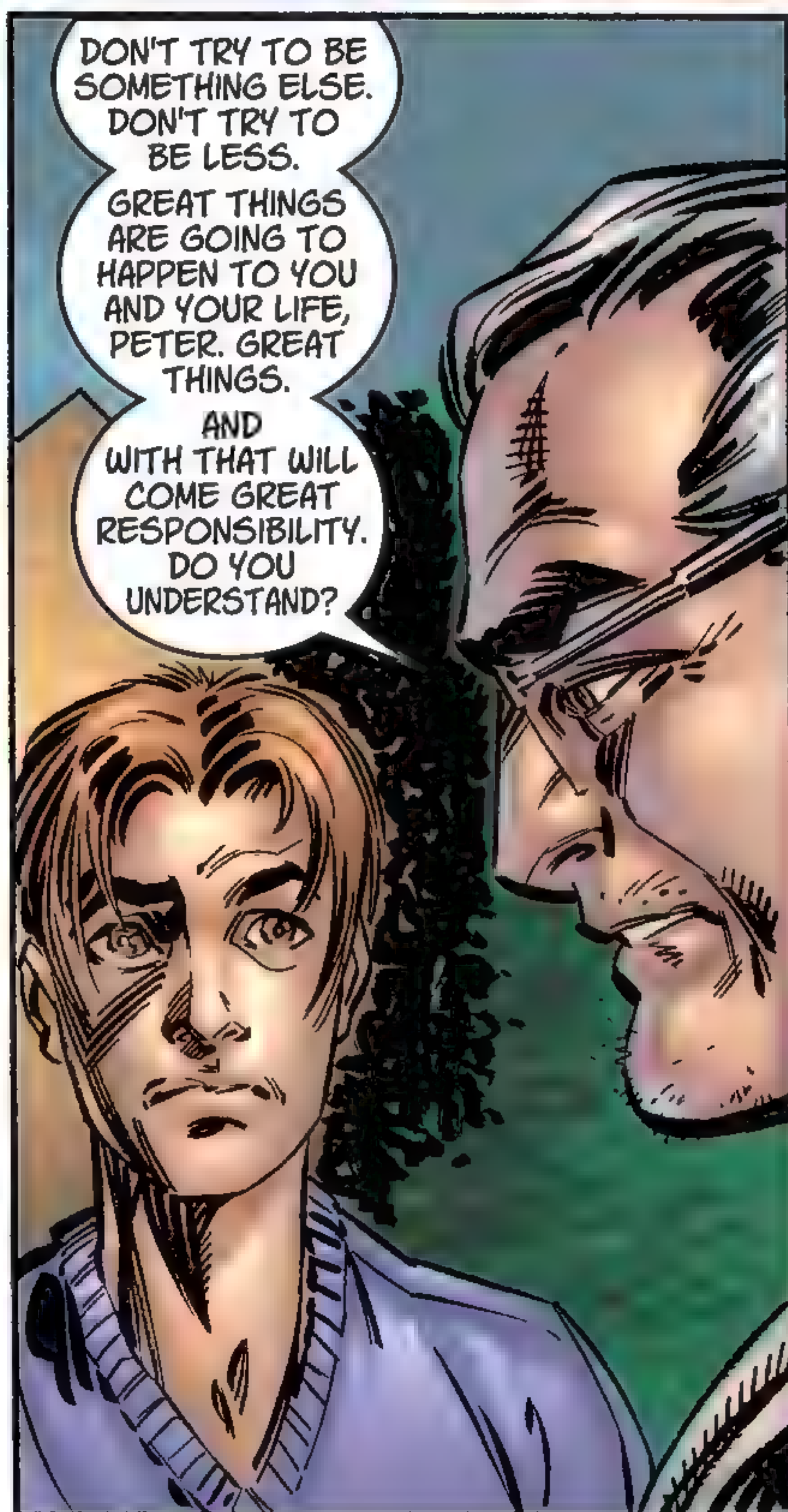
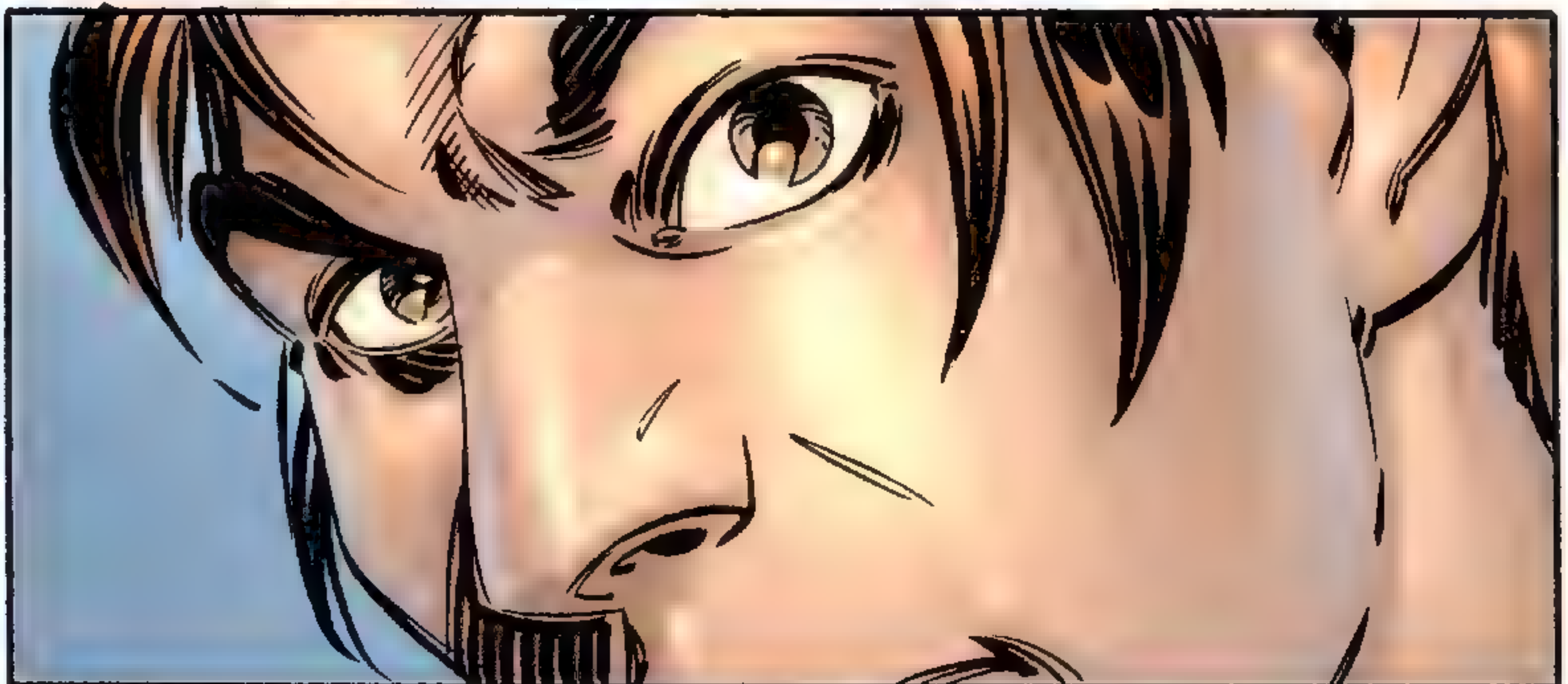
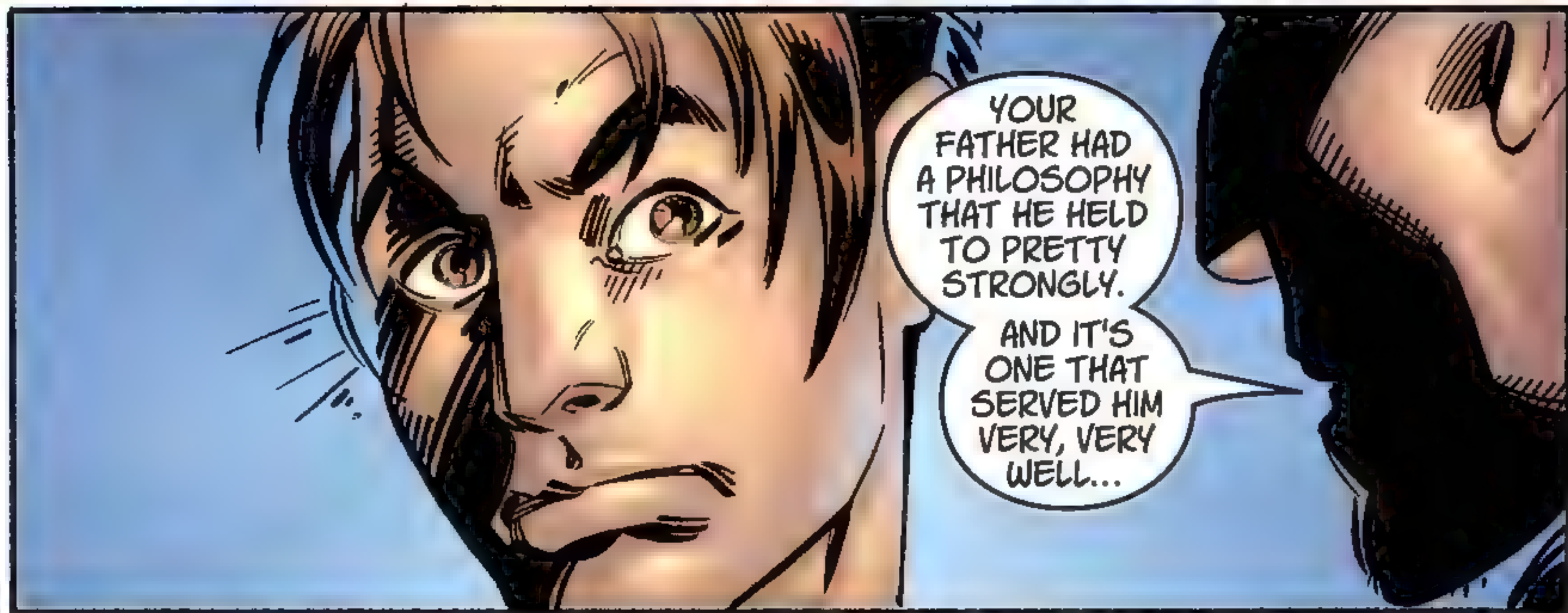
I CAN'T BELIEVE I'M EVEN THINKING THIS.



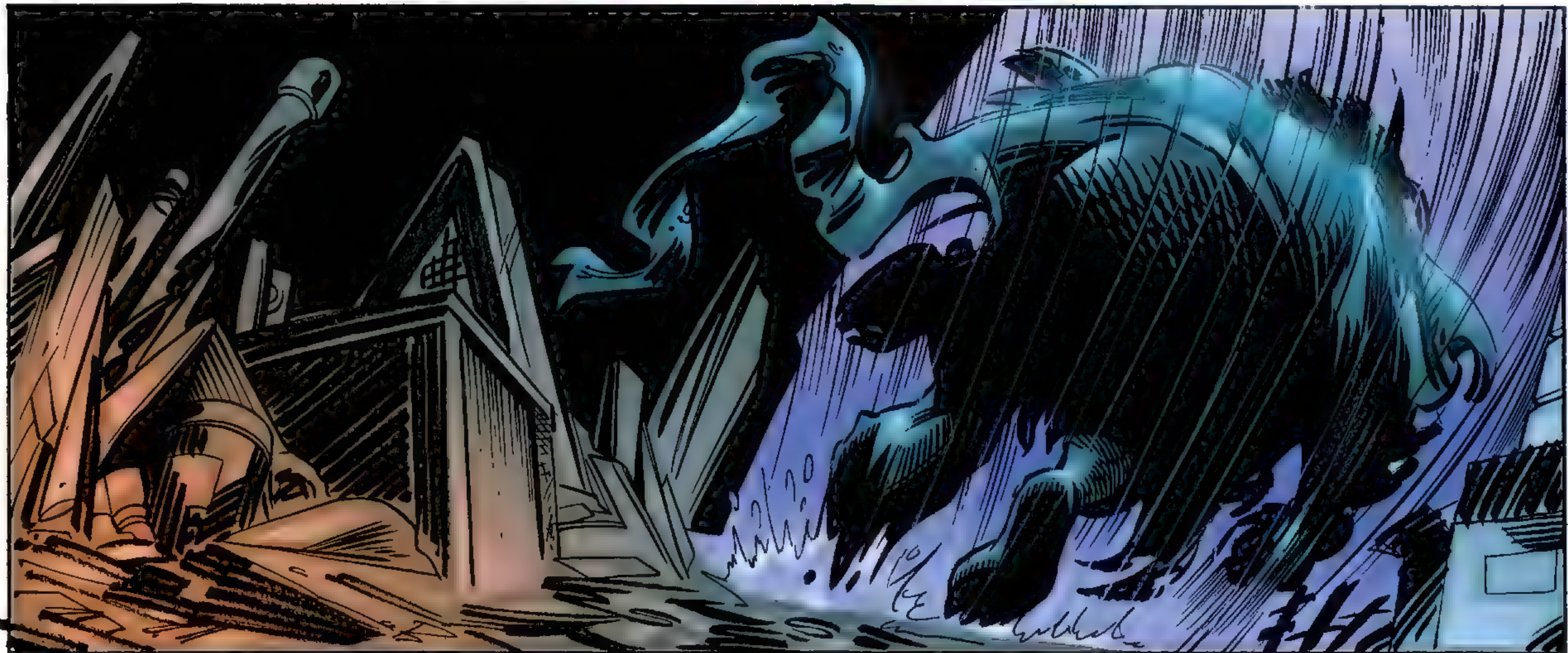
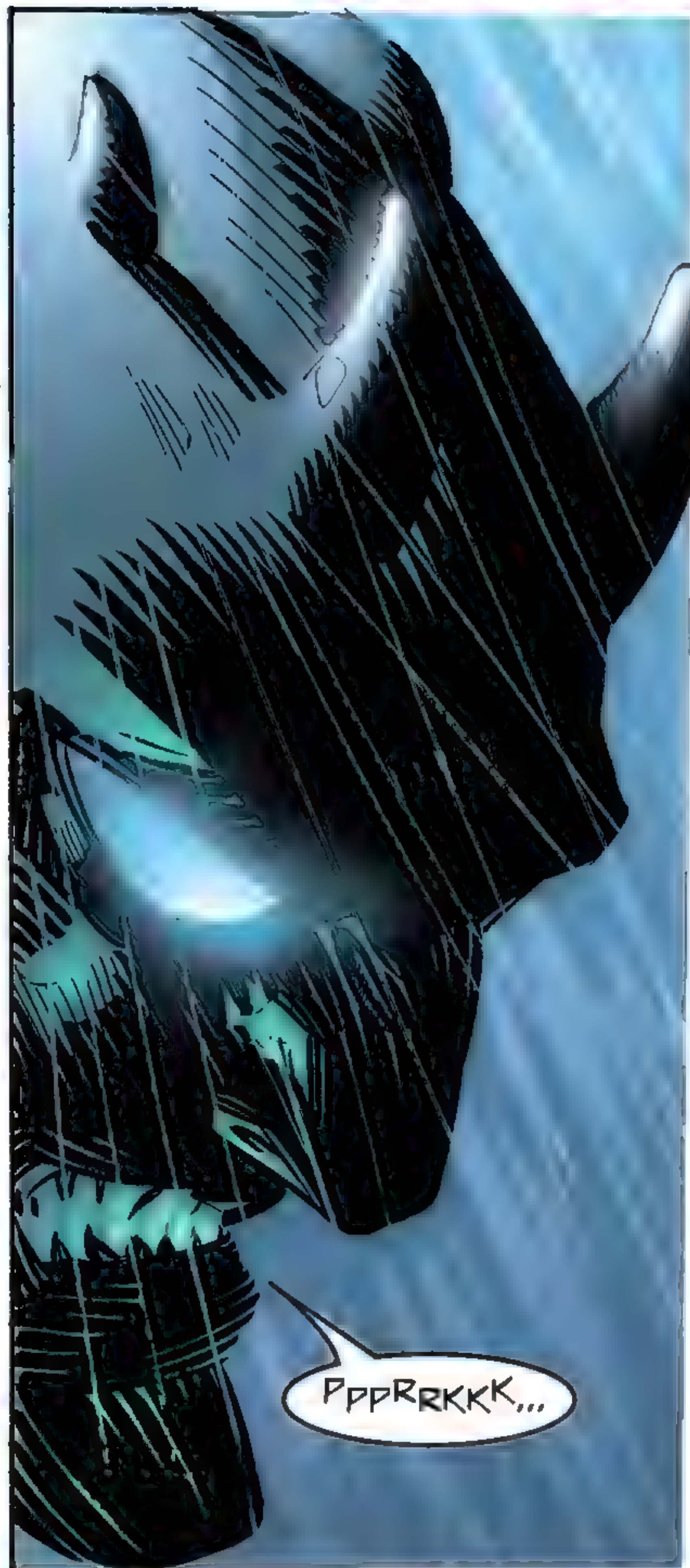
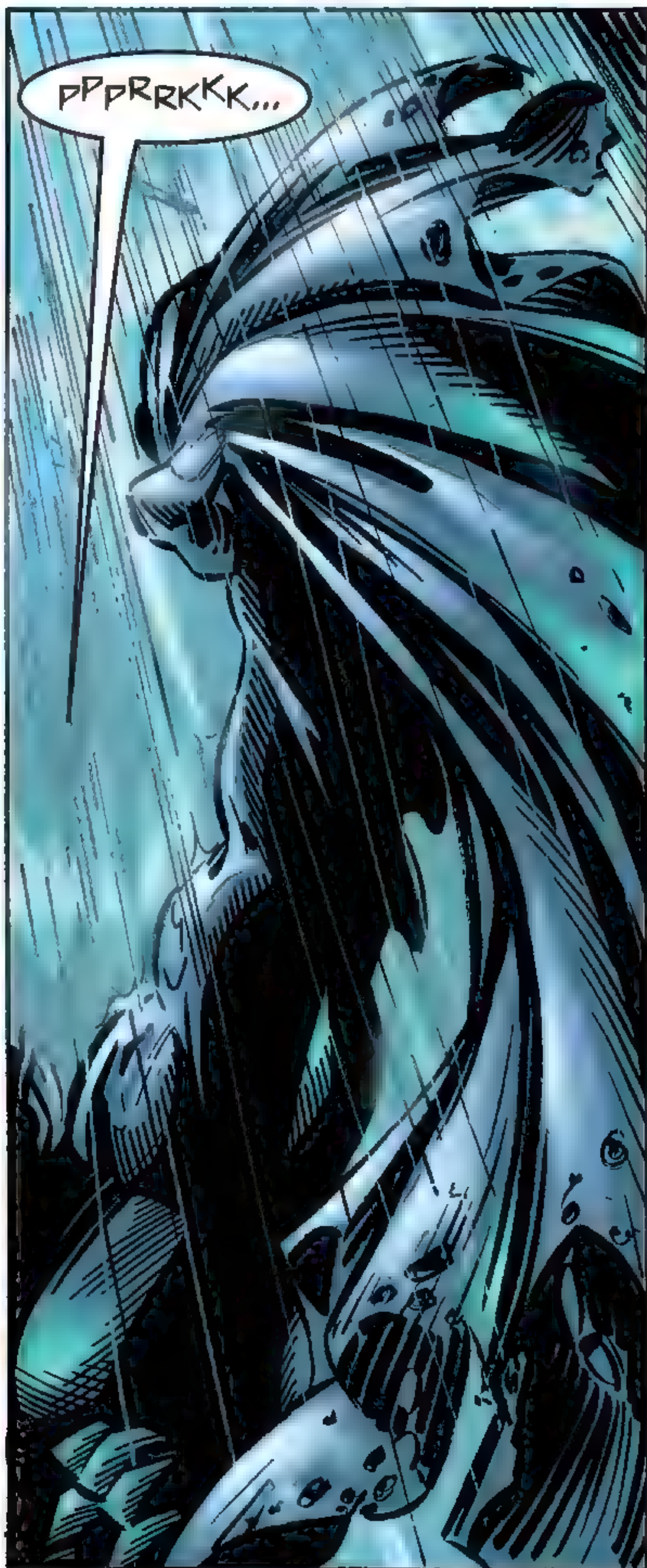
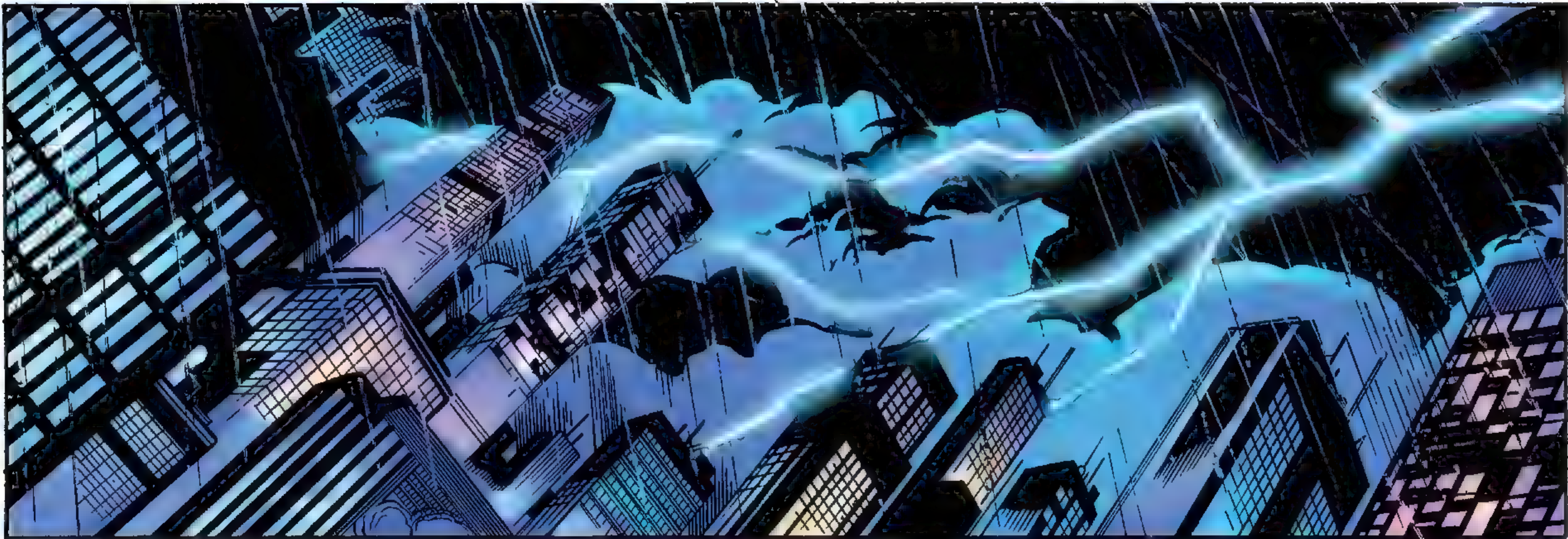














SO STUPID.

CRYING LIKE A GIRL. HE
DIDN'T DESERVE THAT.
HE DOESN'T KNOW.

HE DOESN'T KNOW THAT
EVER SINCE THIS WHOLE
SPIDER-MAN THING BEGAN
ALL I CAN THINK IS THAT
THE ONE PERSON WHO
WOULD KNOW WHAT TO
DO WAS MY DAD.

MY DAD WOULD HAVE KNOWN
WHAT TO MAKE OF ALL THIS --
MY POWERS -- WHAT THEY MEAN.

BUT I'M WRONG. AND I'M
SICK OF BEING WRONG.

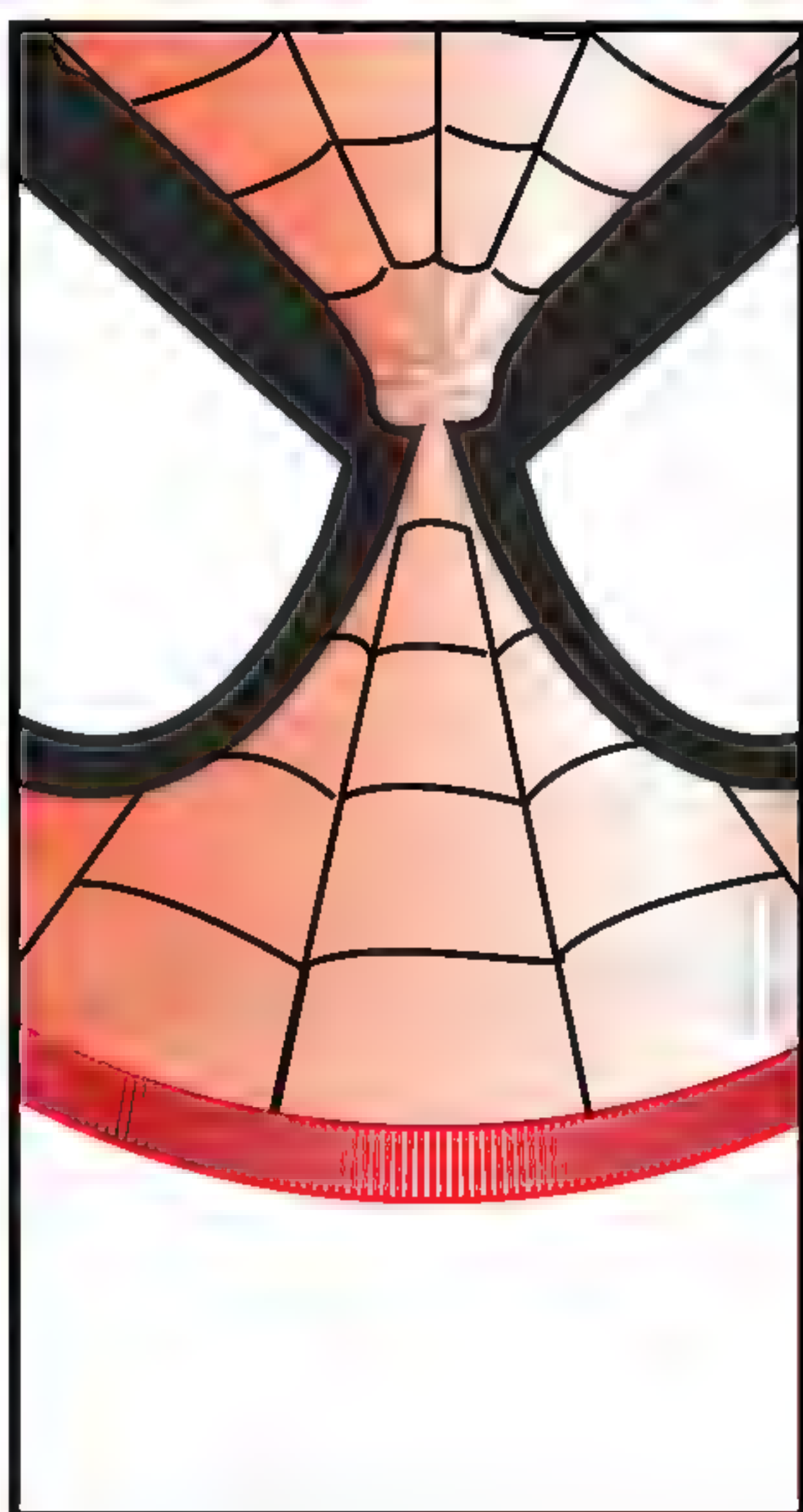
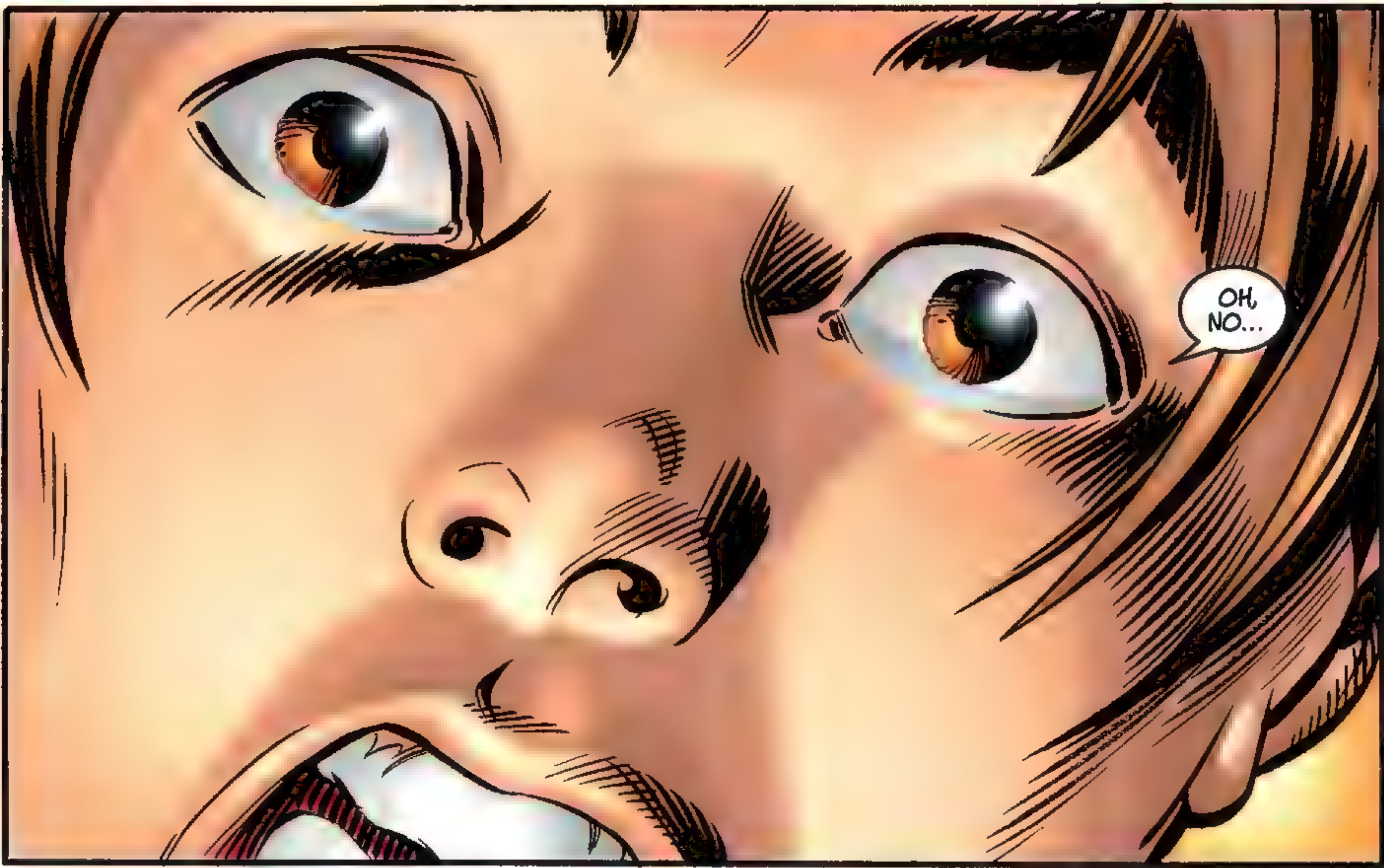
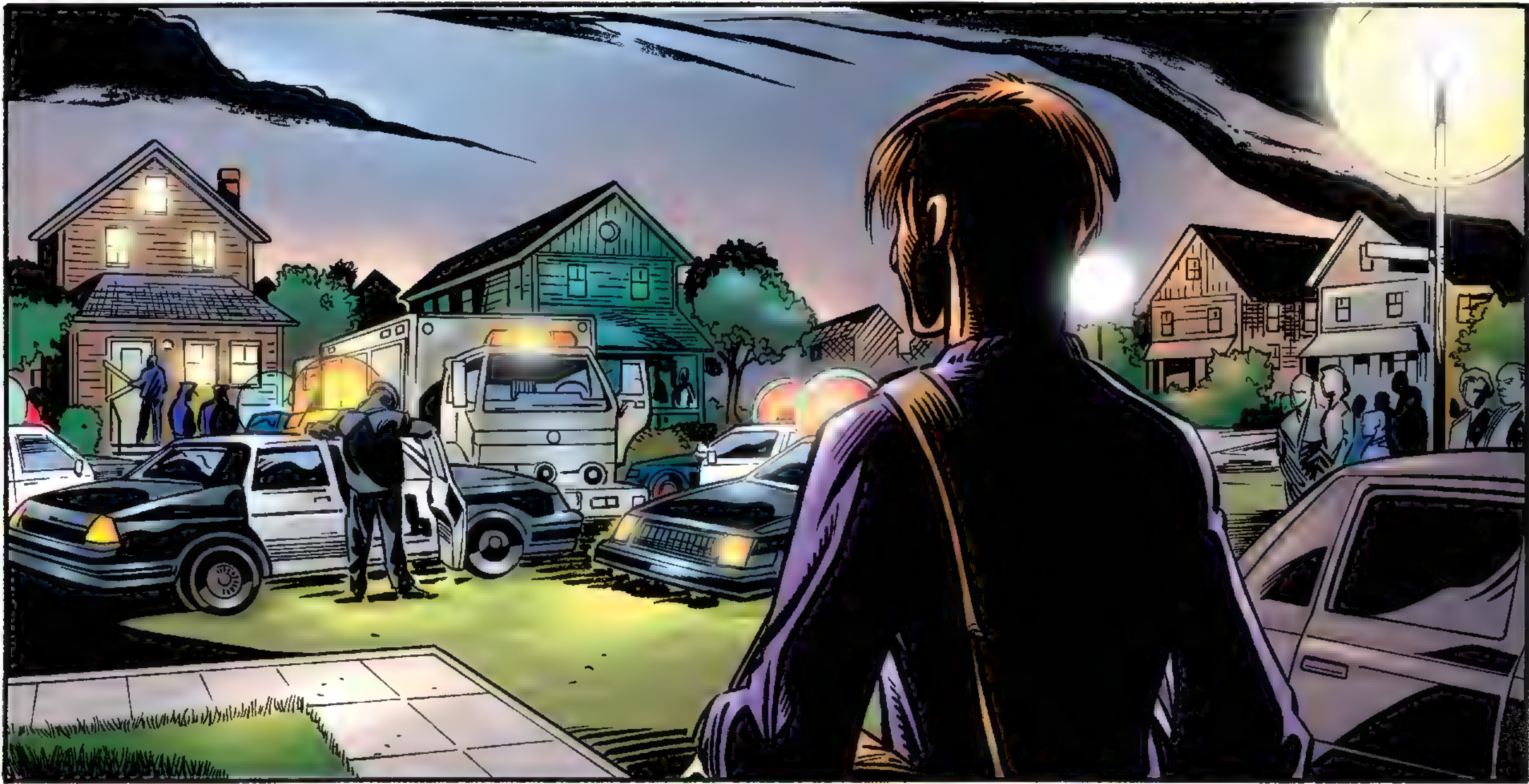
UNCLE BEN AND AUNT MAY
ARE MY FAMILY AND IT'S
WAY PAST TIME FOR ME
TO GROW UP.

IT'S TIME I TOLD THEM WHAT
IS GOING ON WITH ME AND
WHATEVER HAPPENS, HAPPENS.

IF I'M A FREAK --
I'M A FREAK.



THEY LOVE ME NO
MATTER WHAT.





THE OSBORN MANSION.
HARRY OSBORN'S BEDROOM.



HARRYYYY!



WHAT
THE --?!

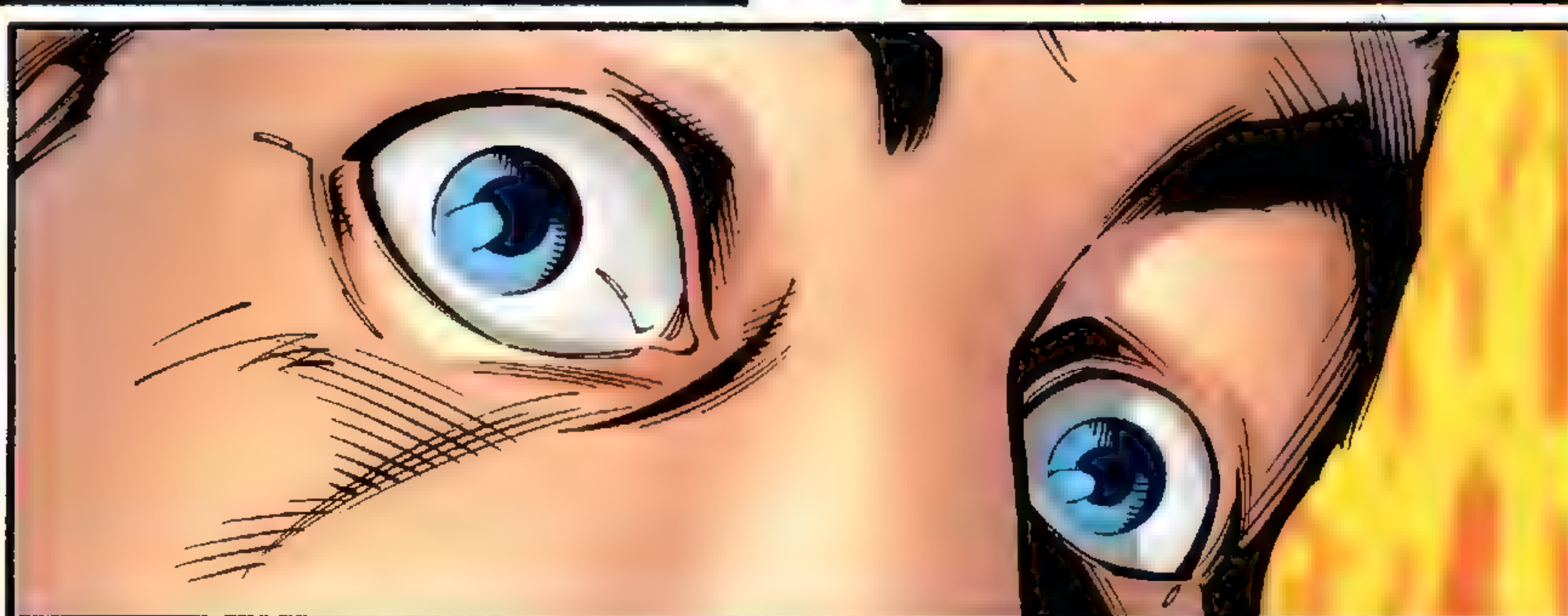
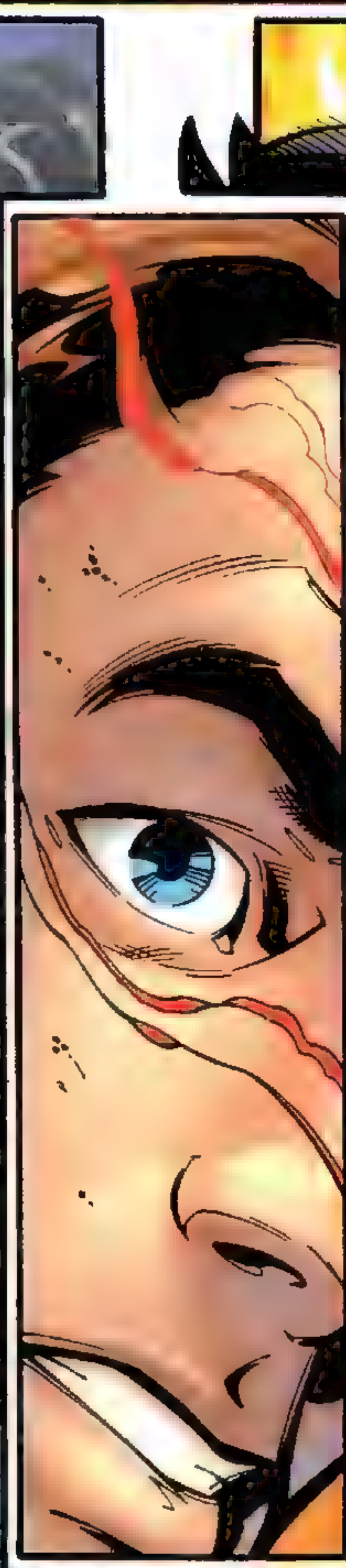
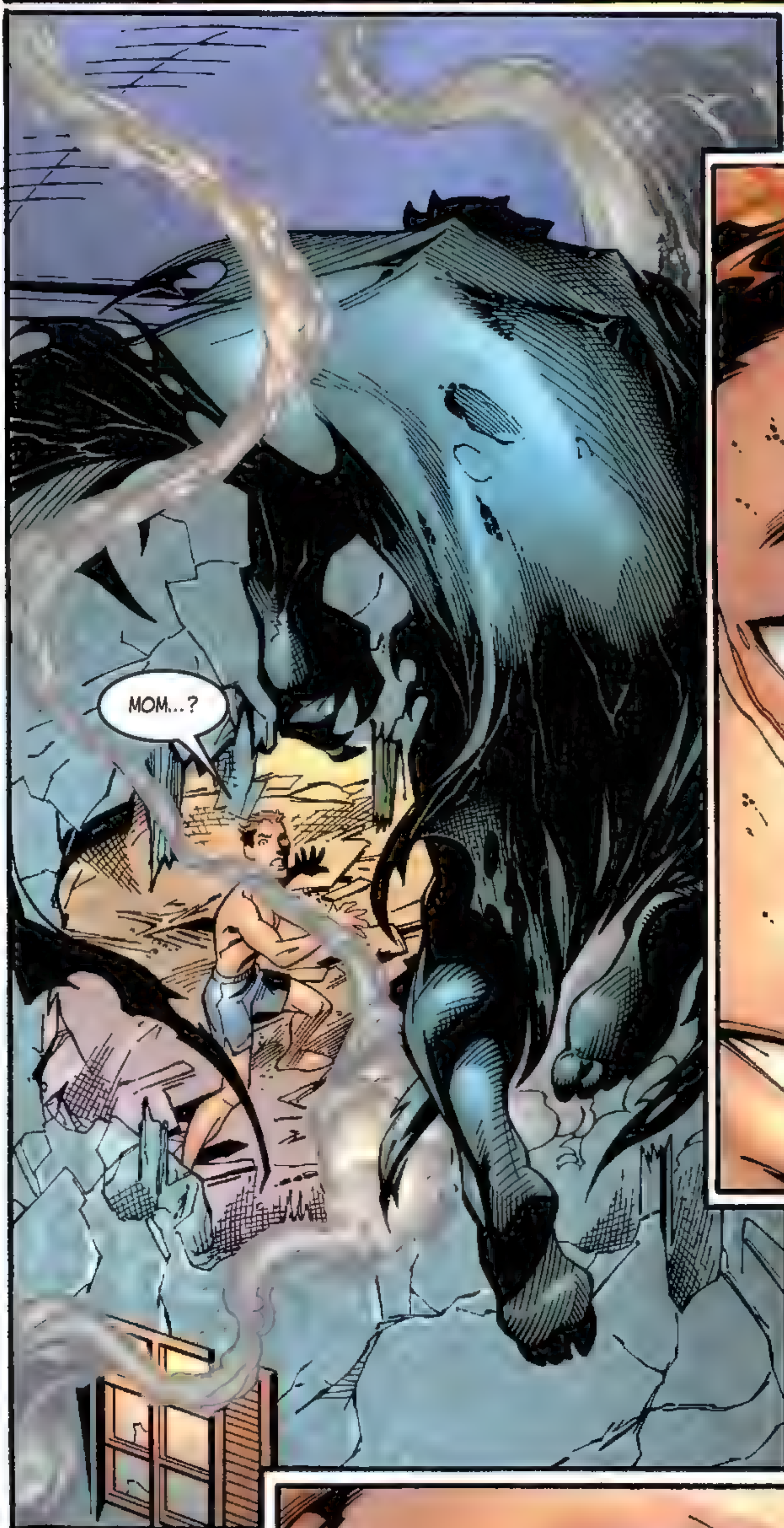


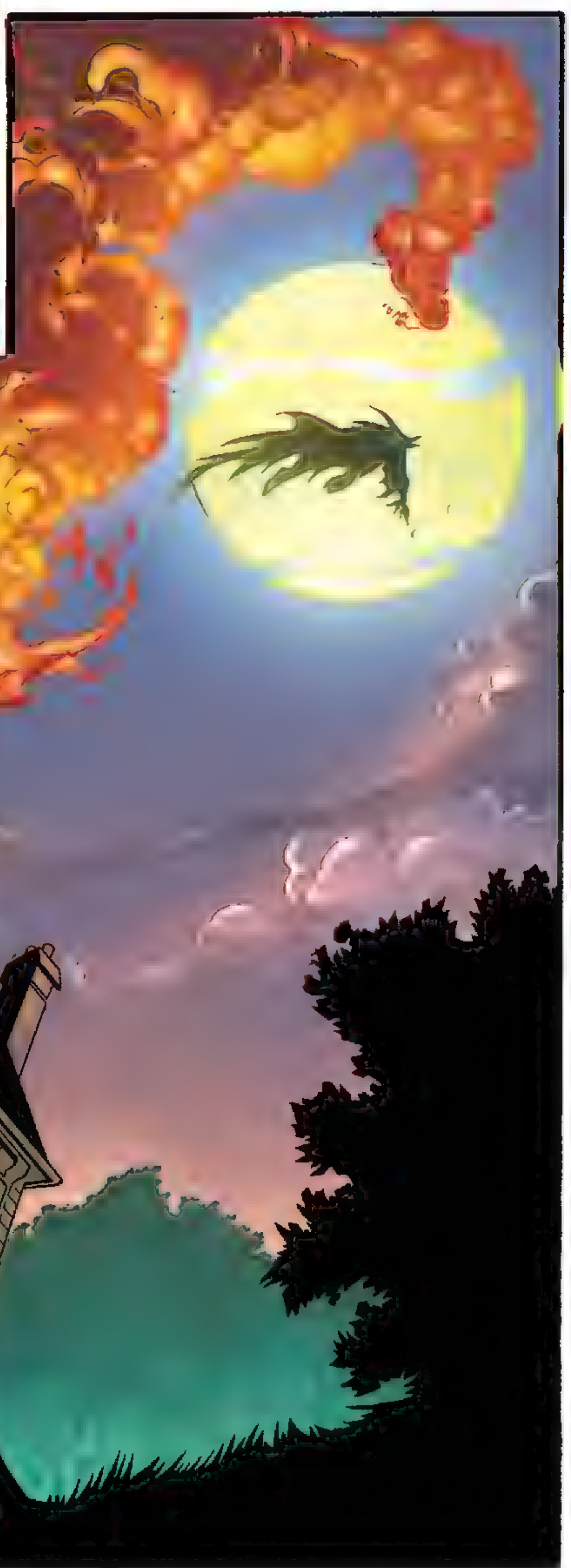
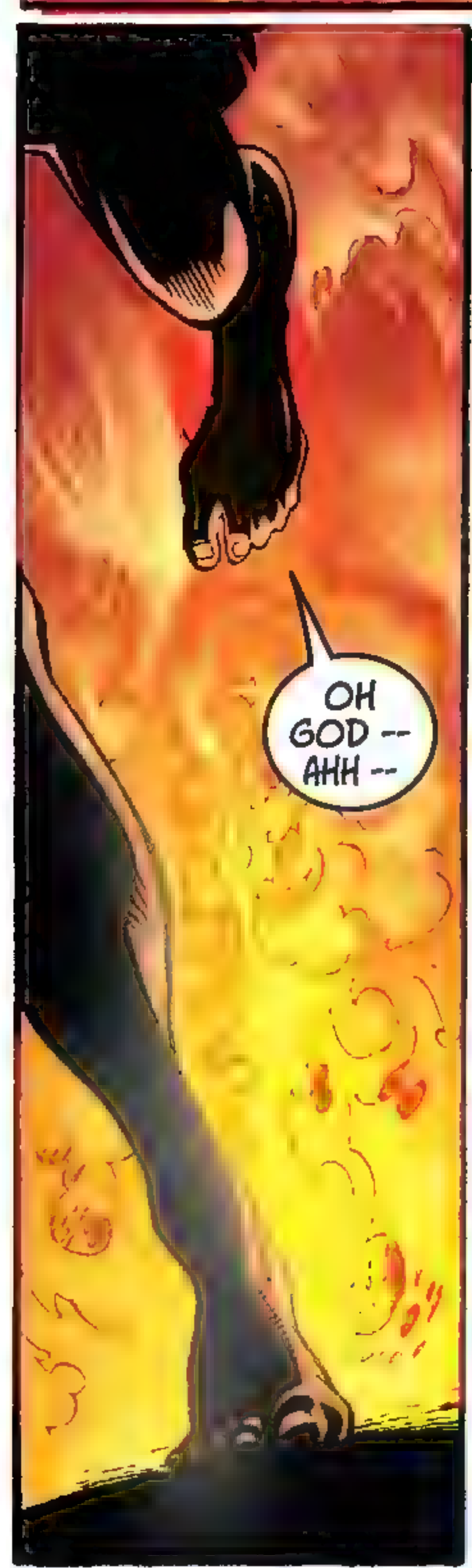
MOM!

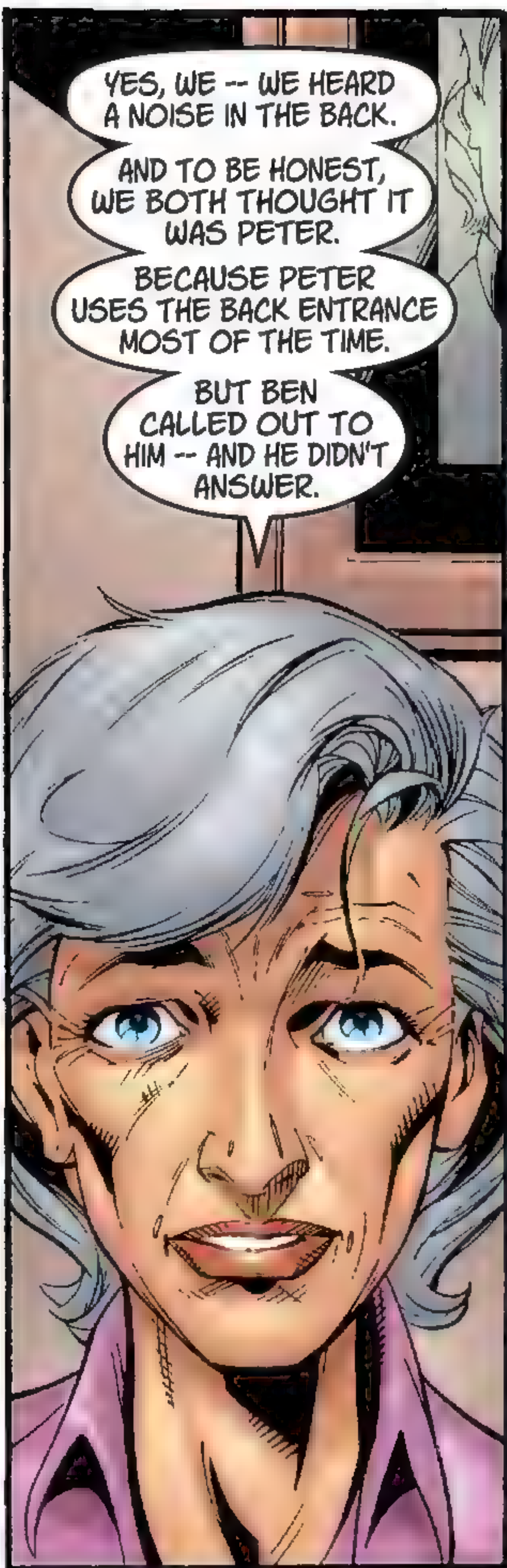


MOM!







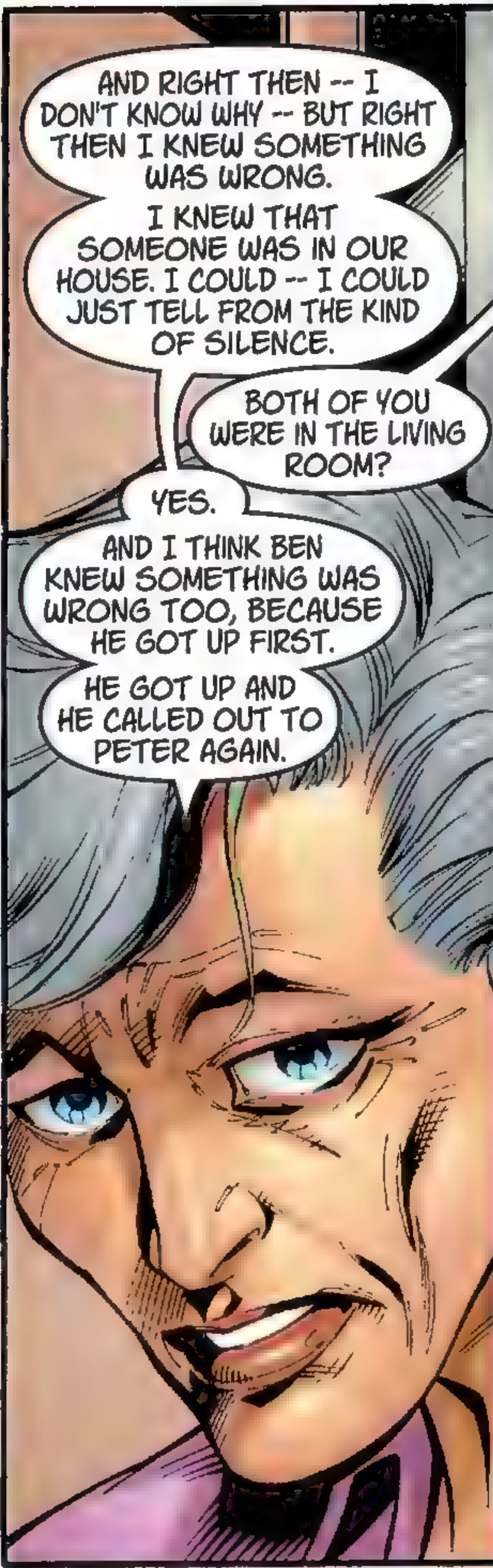
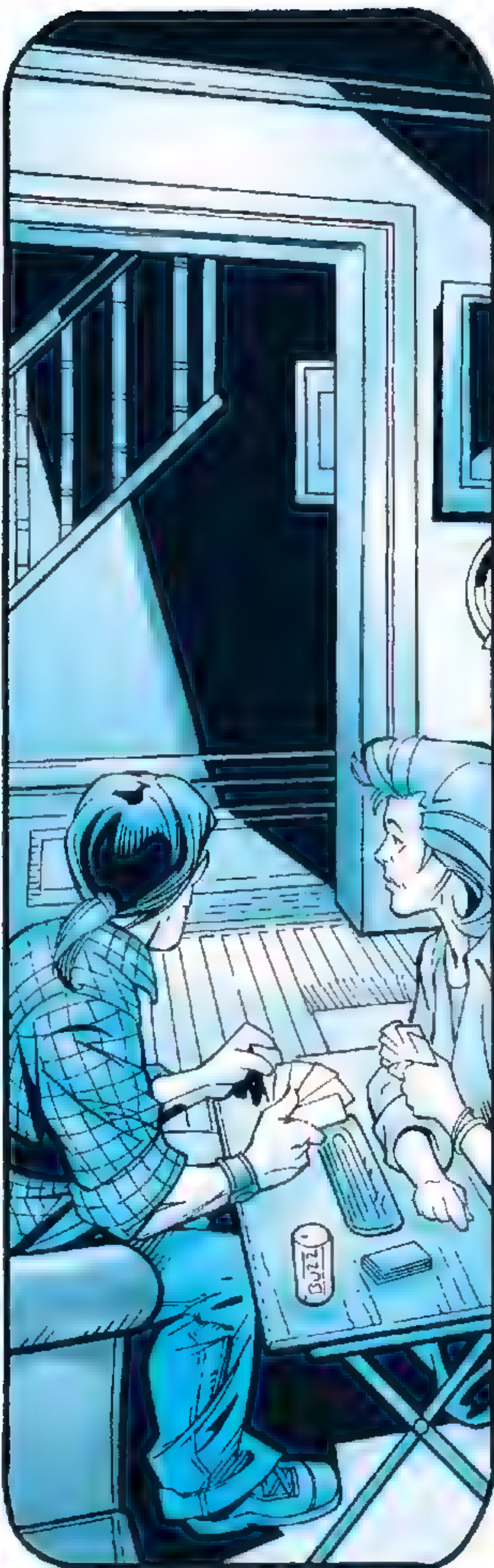


YES, WE -- WE HEARD A NOISE IN THE BACK.

AND TO BE HONEST, WE BOTH THOUGHT IT WAS PETER.

BECAUSE PETER USES THE BACK ENTRANCE MOST OF THE TIME.

BUT BEN CALLED OUT TO HIM -- AND HE DIDN'T ANSWER.



AND RIGHT THEN -- I DON'T KNOW WHY -- BUT RIGHT THEN I KNEW SOMETHING WAS WRONG.

I KNEW THAT SOMEONE WAS IN OUR HOUSE. I COULD -- I COULD JUST TELL FROM THE KIND OF SILENCE.

BOTH OF YOU WERE IN THE LIVING ROOM?

YES.

AND I THINK BEN KNEW SOMETHING WAS WRONG TOO, BECAUSE HE GOT UP FIRST.

HE GOT UP AND HE CALLED OUT TO PETER AGAIN.



THERE WAS NOTHING FOR A SECOND -- THEN WE HEARD A PAN DROP.

BEN LOOKED AT ME AND SAID HE THOUGHT A SQUIRREL GOT IN THE HOUSE.

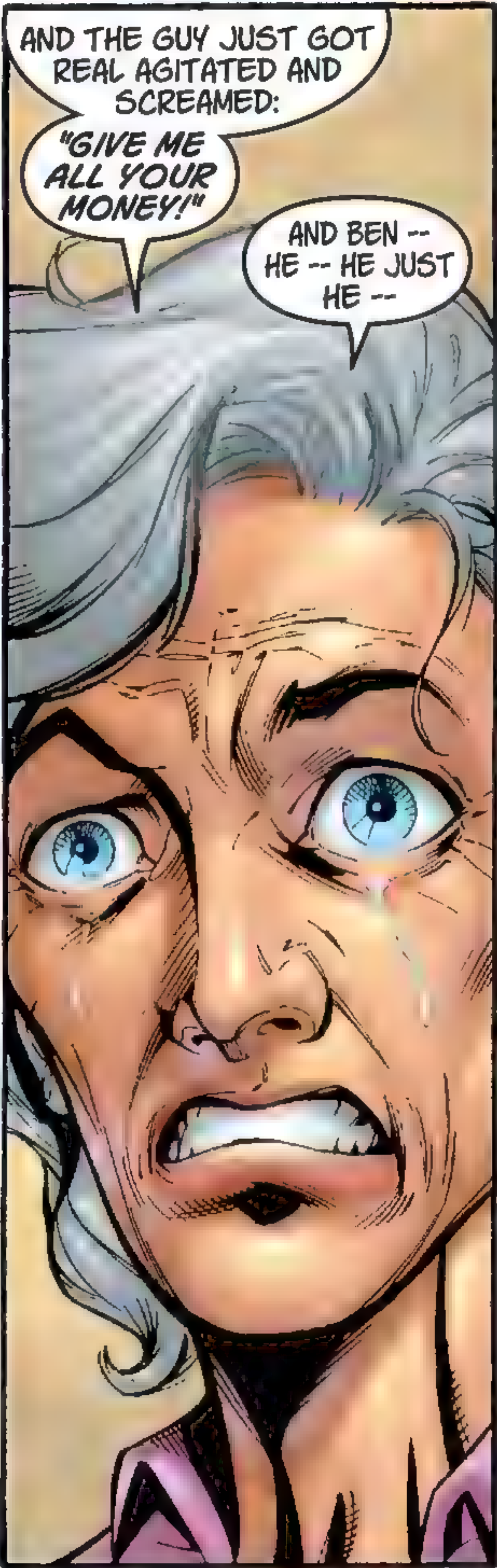
AND I SAID I NEVER HEARD OF THAT HAPPENING IN QUEENS.

THEN I LOOKED IN THE DOORWAY OF THE KITCHEN -- AND THERE HE WAS.



"HE -- HE WAS STANDING THERE IN THE DOORWAY -- HE WAS SHAKING -- AND HE ASKED US WHERE WE KEPT OUR MONEY.

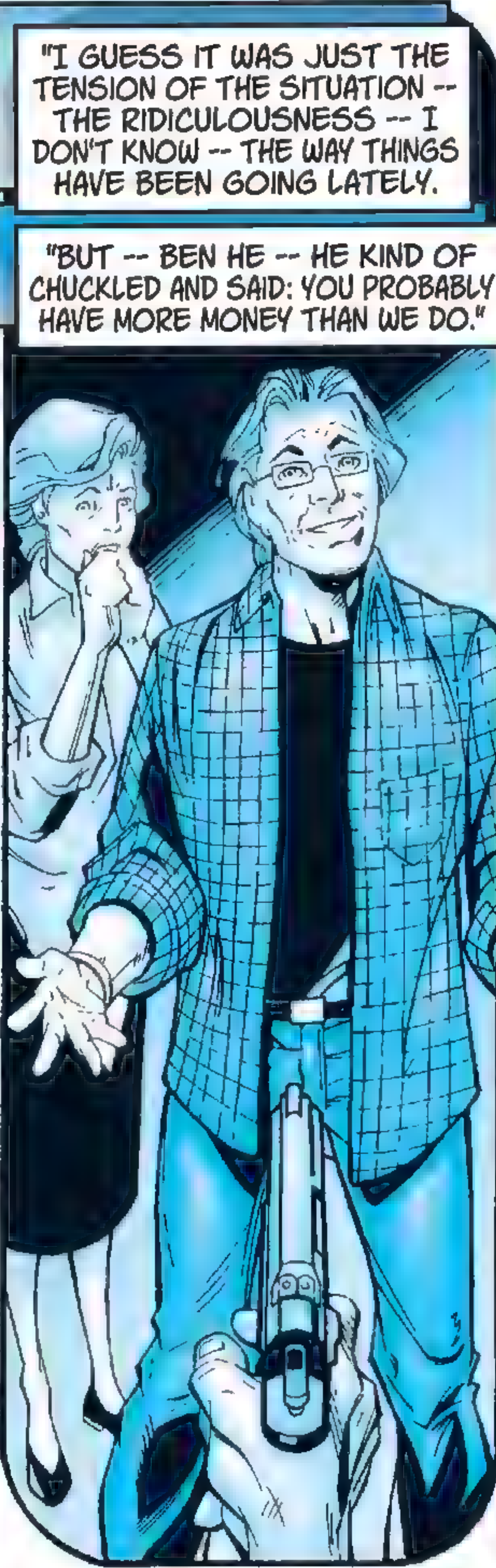
"BEN TOLD HIM WE DIDN'T HAVE ANY. AND WE DIDN'T. NOTHING."



AND THE GUY JUST GOT REAL AGITATED AND SCREAMED:

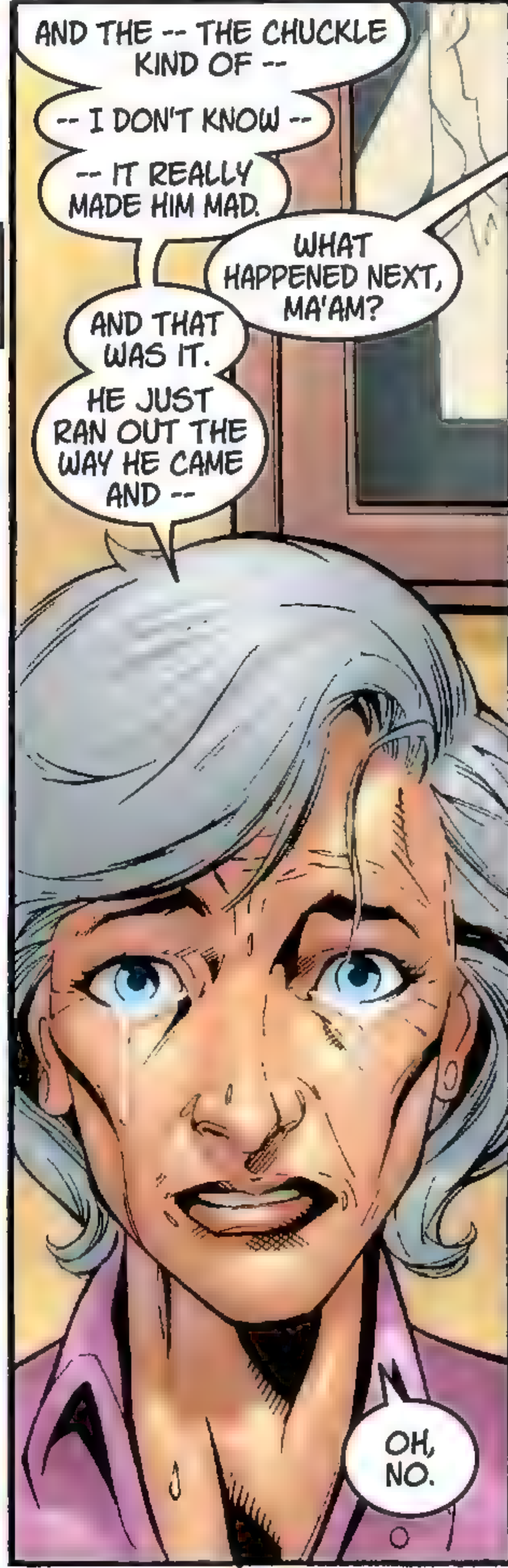
"GIVE ME ALL YOUR MONEY!"

AND BEN -- HE -- HE JUST HE --



"I GUESS IT WAS JUST THE TENSION OF THE SITUATION -- THE RIDICULOUSNESS -- I DON'T KNOW -- THE WAY THINGS HAVE BEEN GOING LATELY.

"BUT -- BEN HE -- HE KIND OF CHUCKLED AND SAID: YOU PROBABLY HAVE MORE MONEY THAN WE DO."



AND THE -- THE CHUCKLE KIND OF --

-- I DON'T KNOW --

-- IT REALLY MADE HIM MAD.

WHAT HAPPENED NEXT, MA'AM?

AND THAT WAS IT.

HE JUST RAN OUT THE WAY HE CAME AND --

OH, NO.

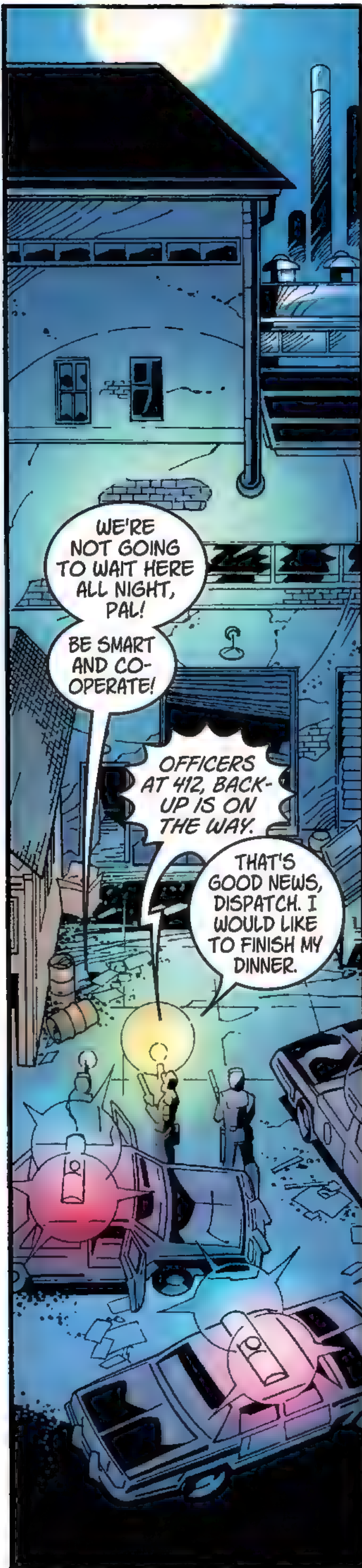




"THE KID'S JUST
GOT TO FIND A WAY
TO LET IT OUT."



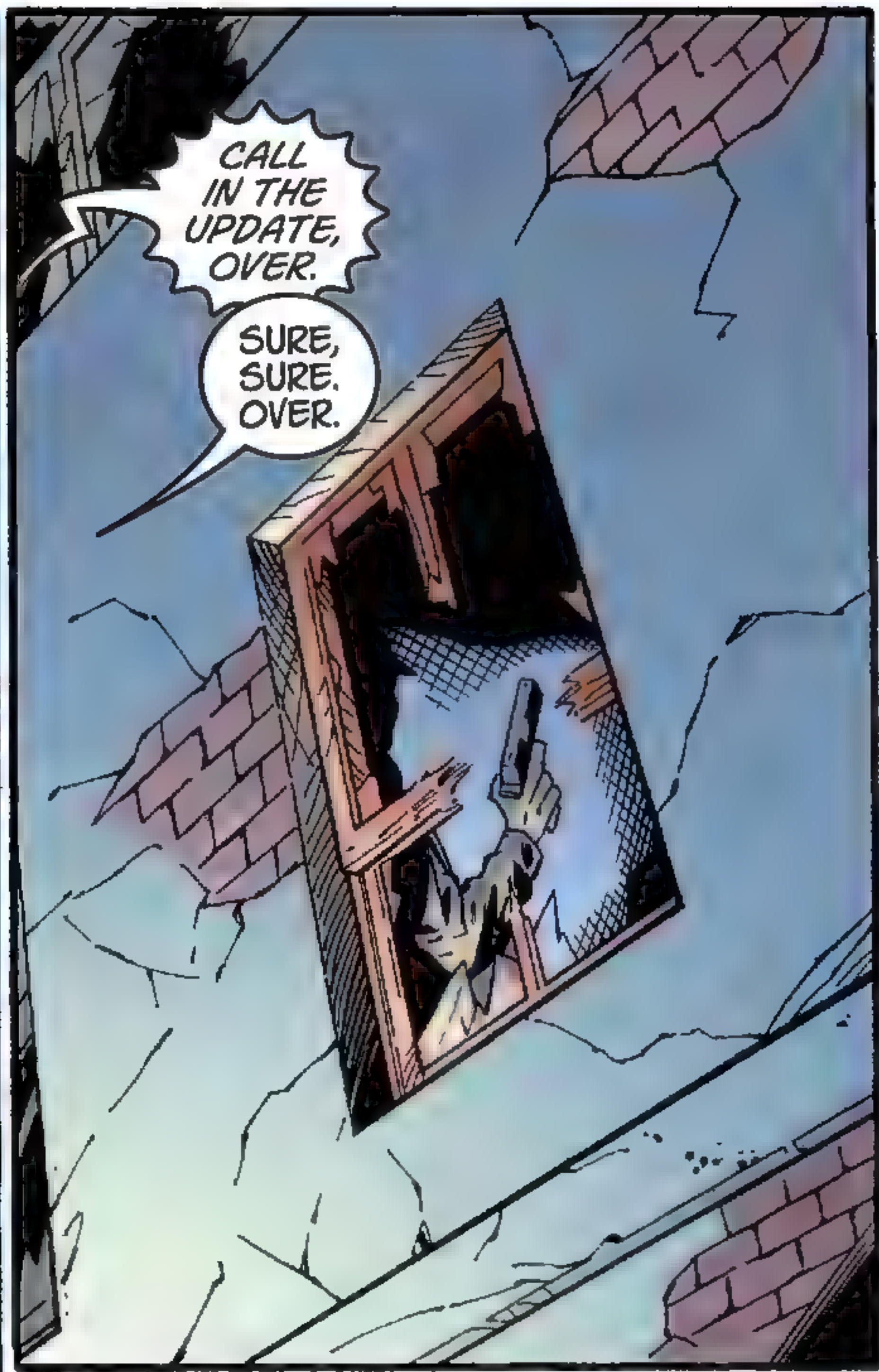
LIFE LESSONS



WE'RE NOT GOING TO WAIT HERE ALL NIGHT, PAL!
BE SMART AND CO-OPERATE!

OFFICERS AT 412, BACK-UP IS ON THE WAY.

THAT'S GOOD NEWS, DISPATCH. I WOULD LIKE TO FINISH MY DINNER.

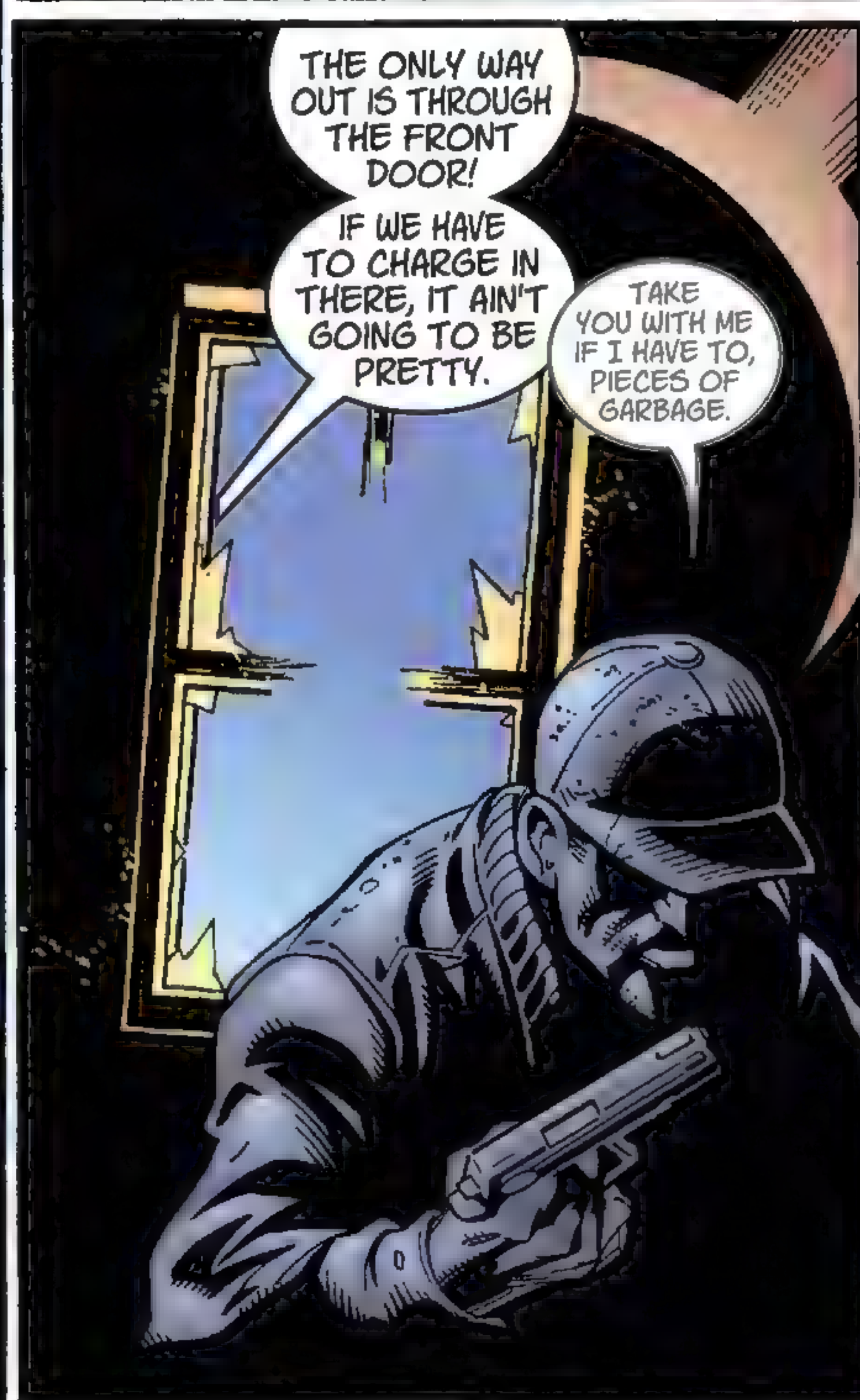


CALL IN THE UPDATE, OVER.

SURE, SURE. OVER.



PIGS ARE EVERYWHERE...



THE ONLY WAY OUT IS THROUGH THE FRONT DOOR!

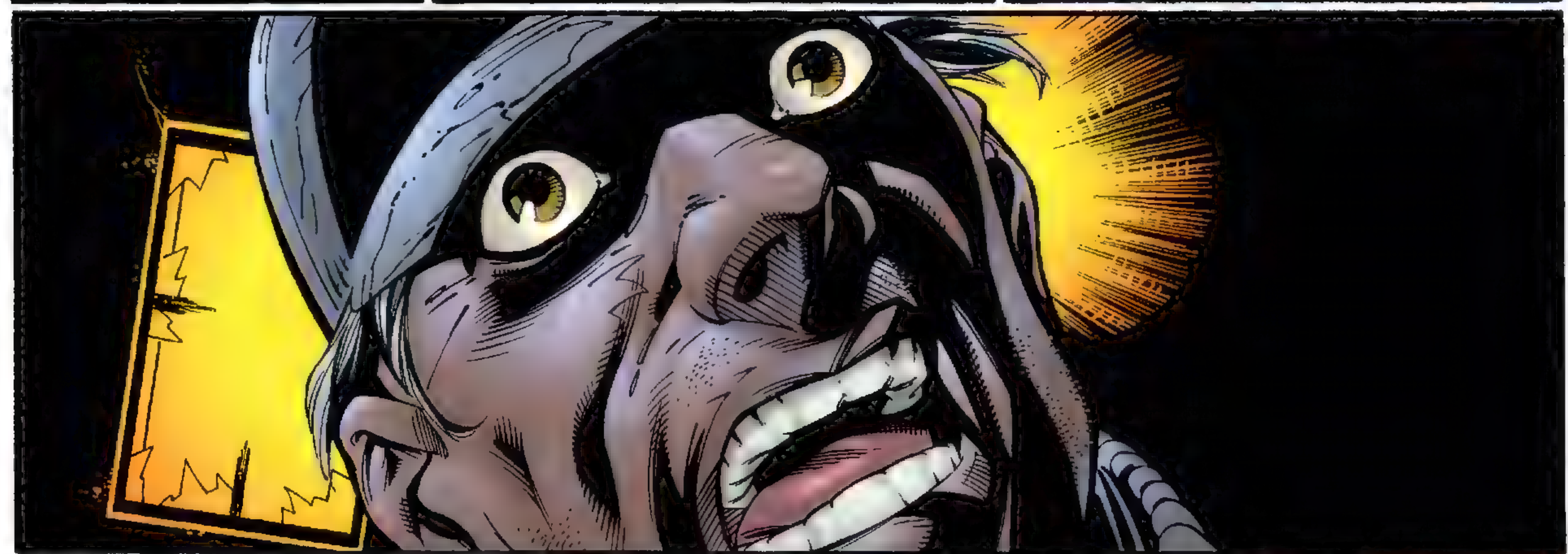
IF WE HAVE TO CHARGE IN THERE, IT AIN'T GOING TO BE PRETTY.

TAKE YOU WITH ME IF I HAVE TO, PIECES OF GARBAGE.

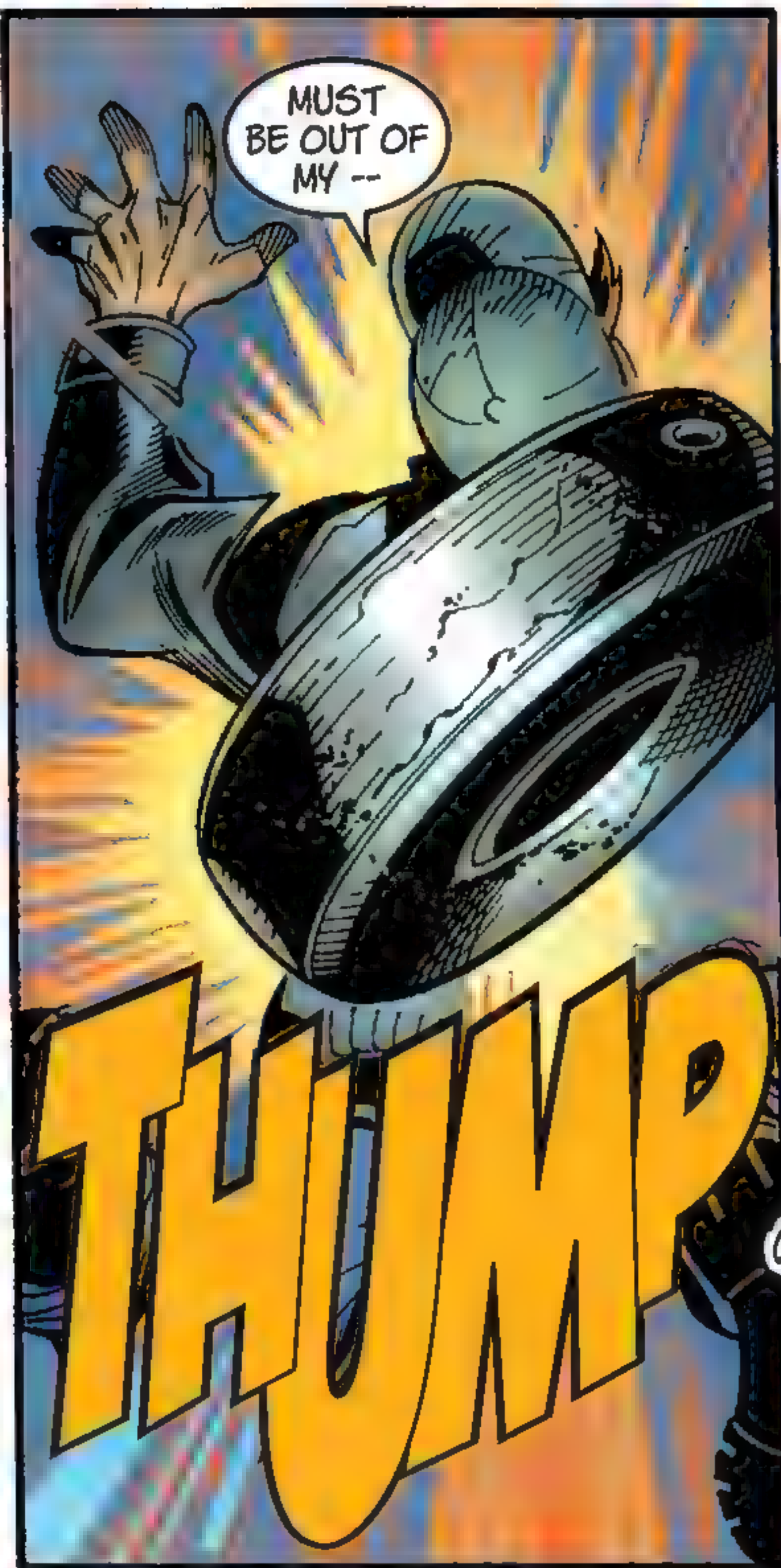


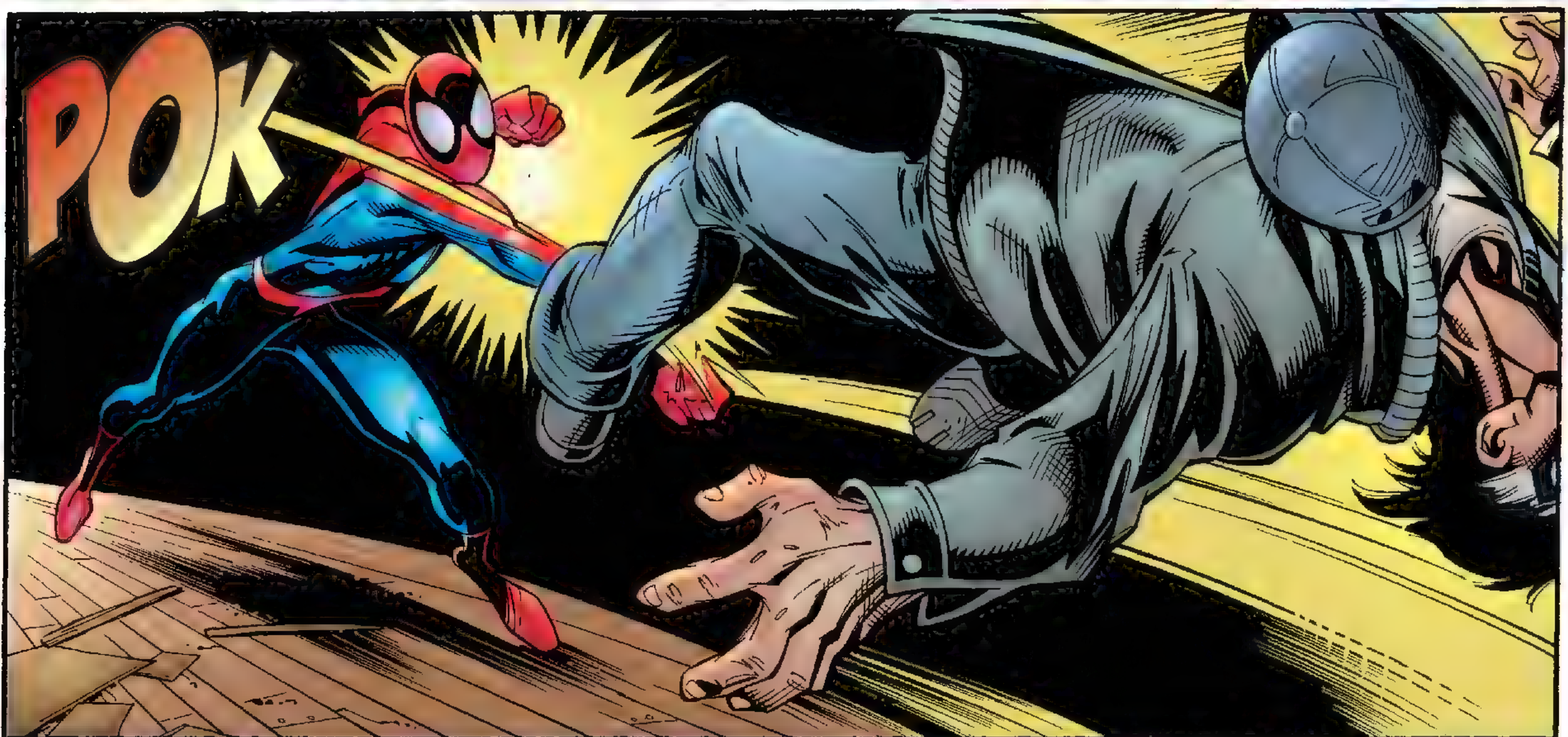
GONNA GET OUTTA HERE ONE WAY OR ANOTHER.

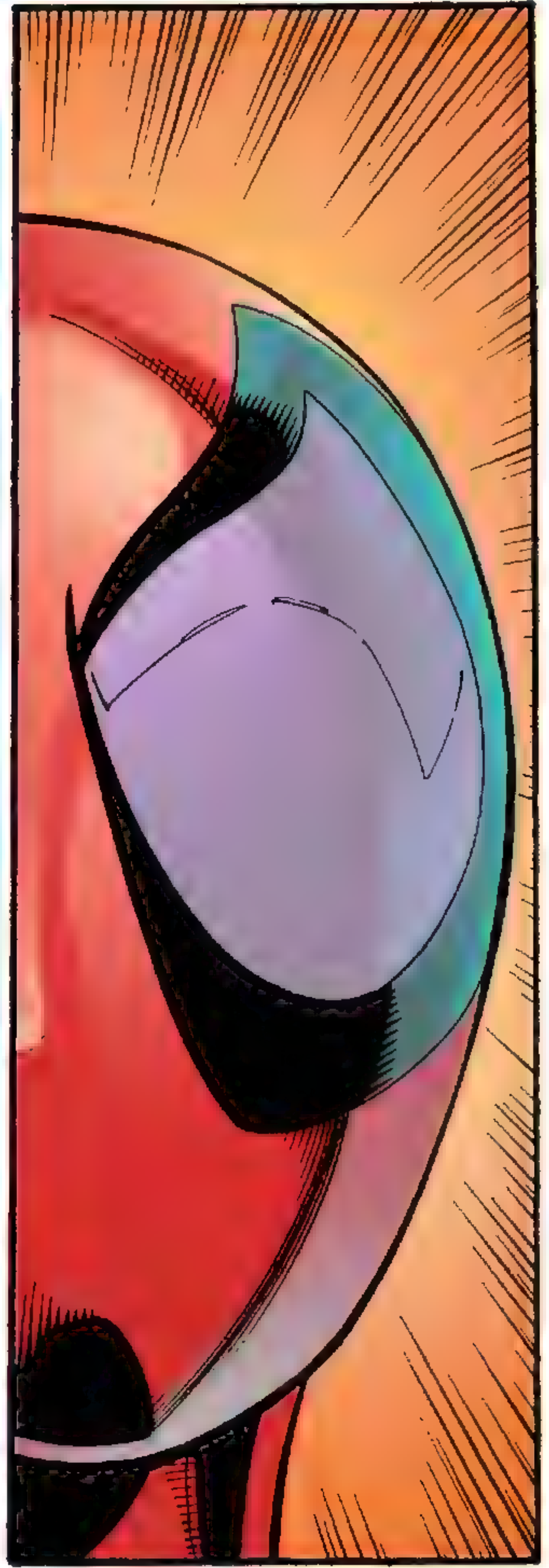
THAT'S EXACTLY WHAT I WAS HOPING TO HEAR...

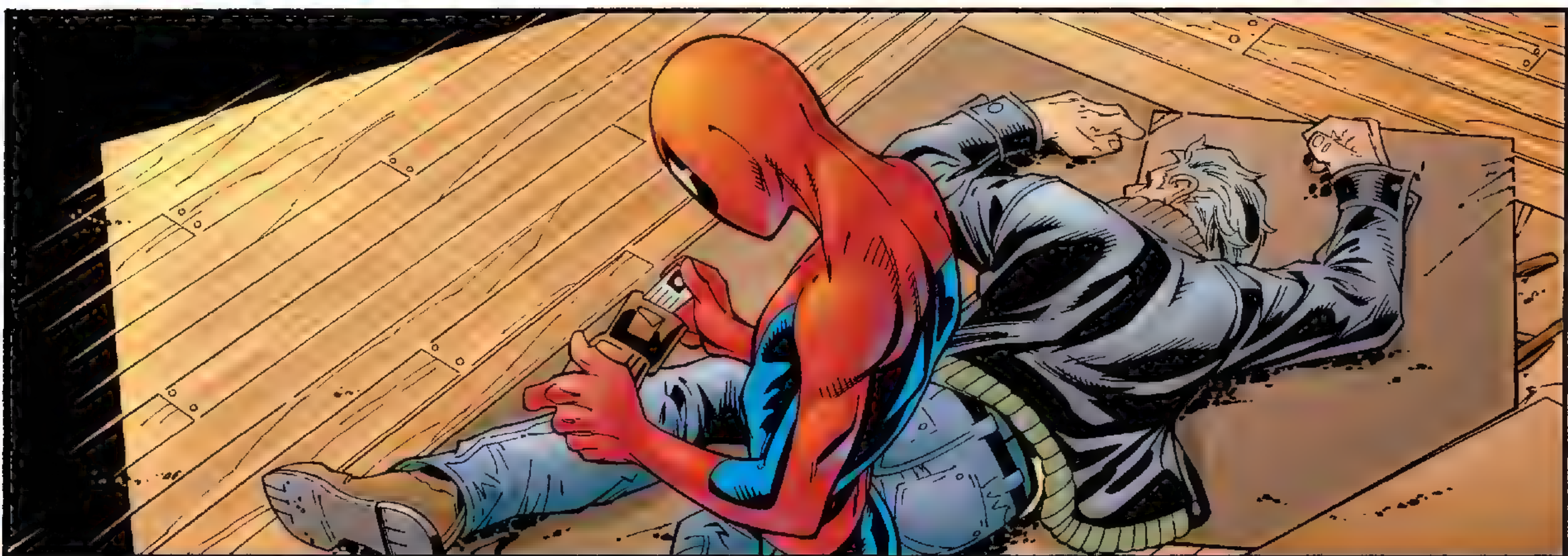
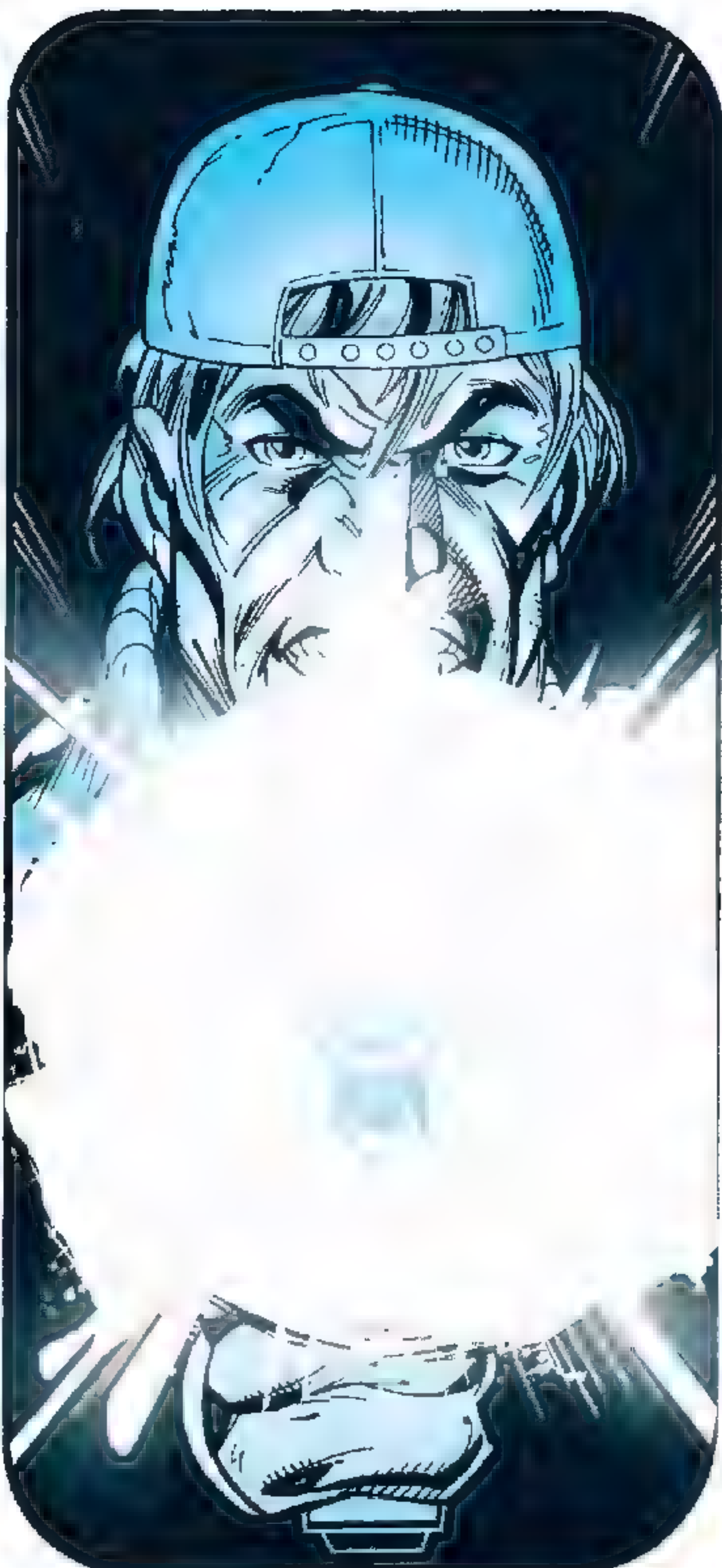


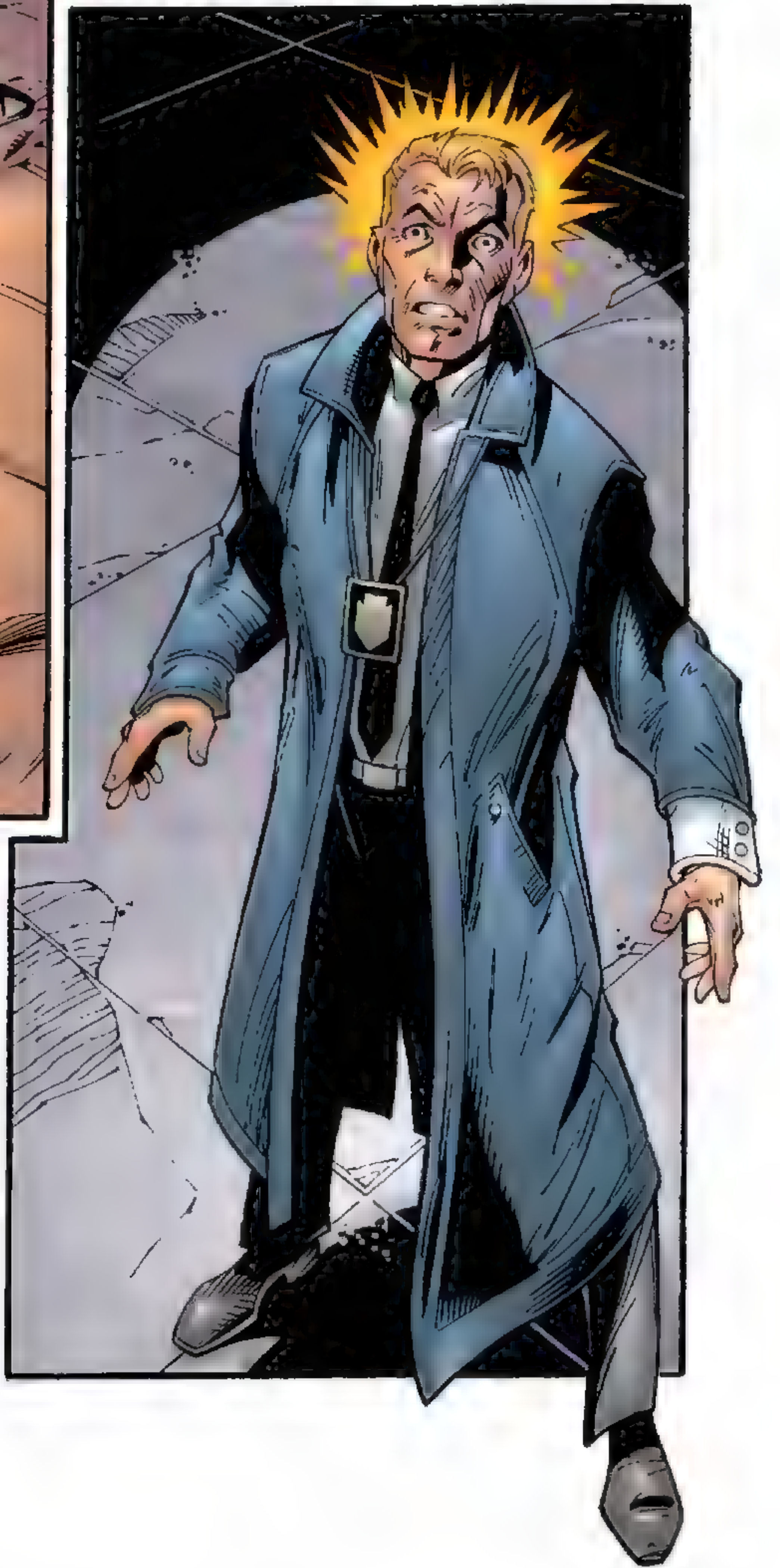
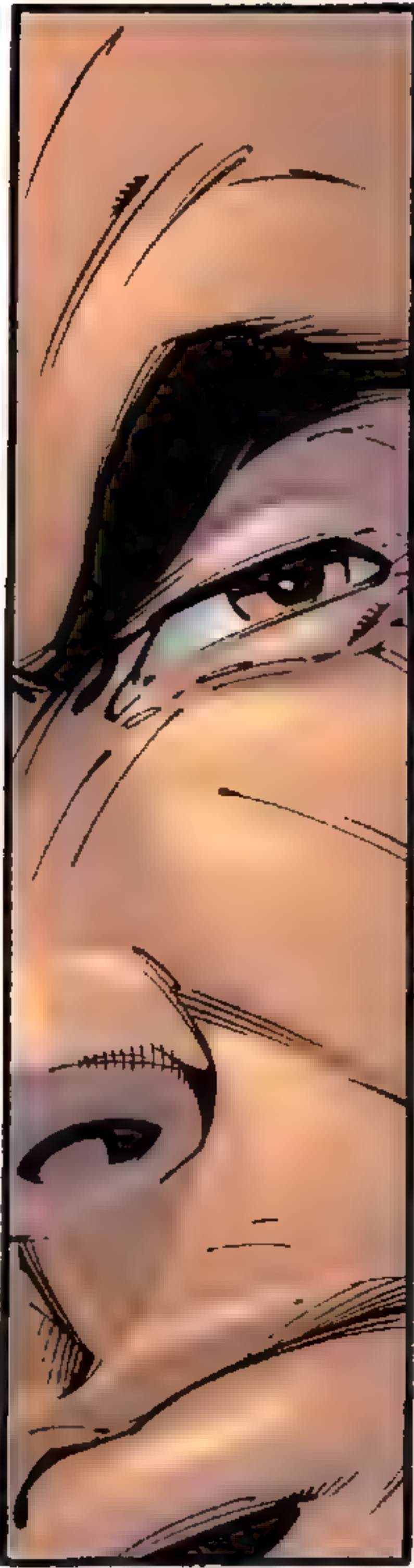
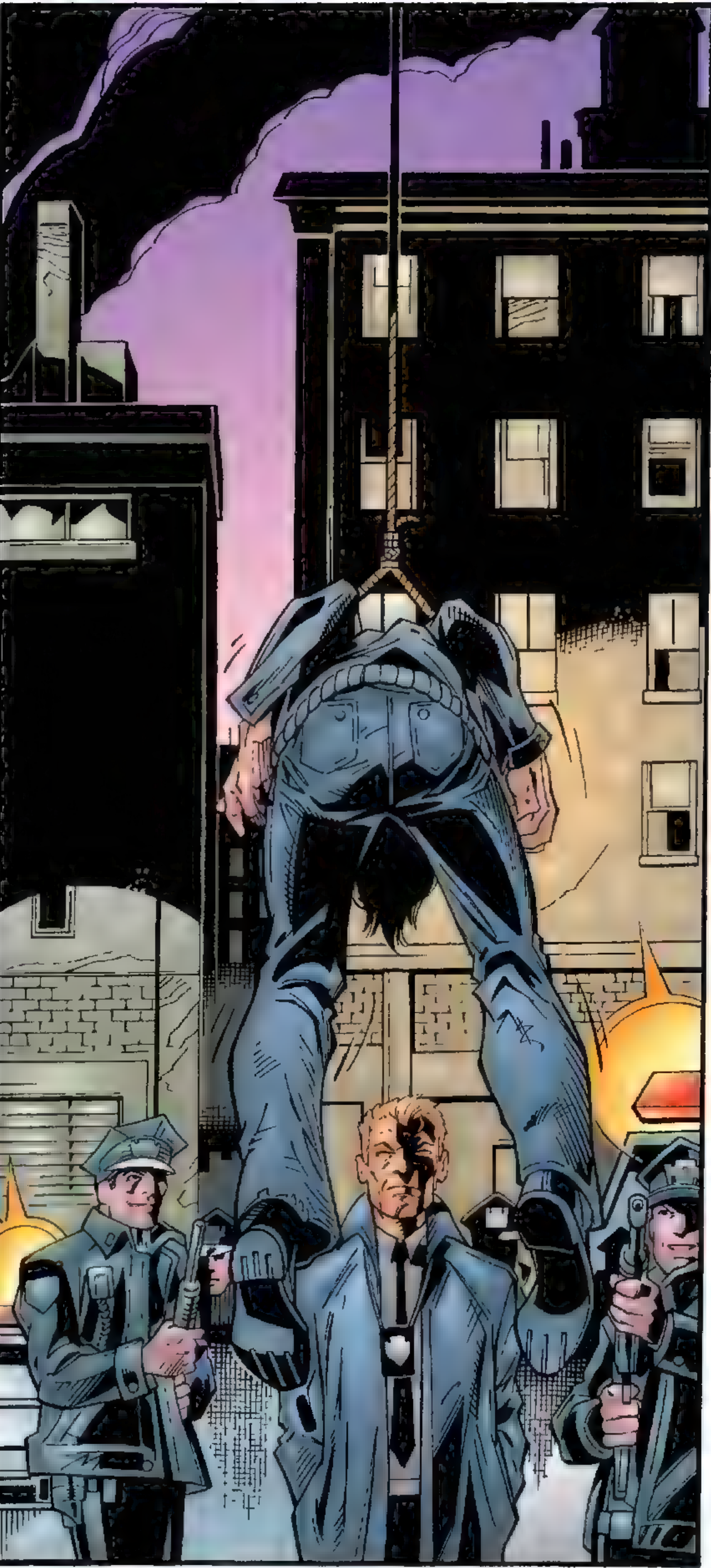
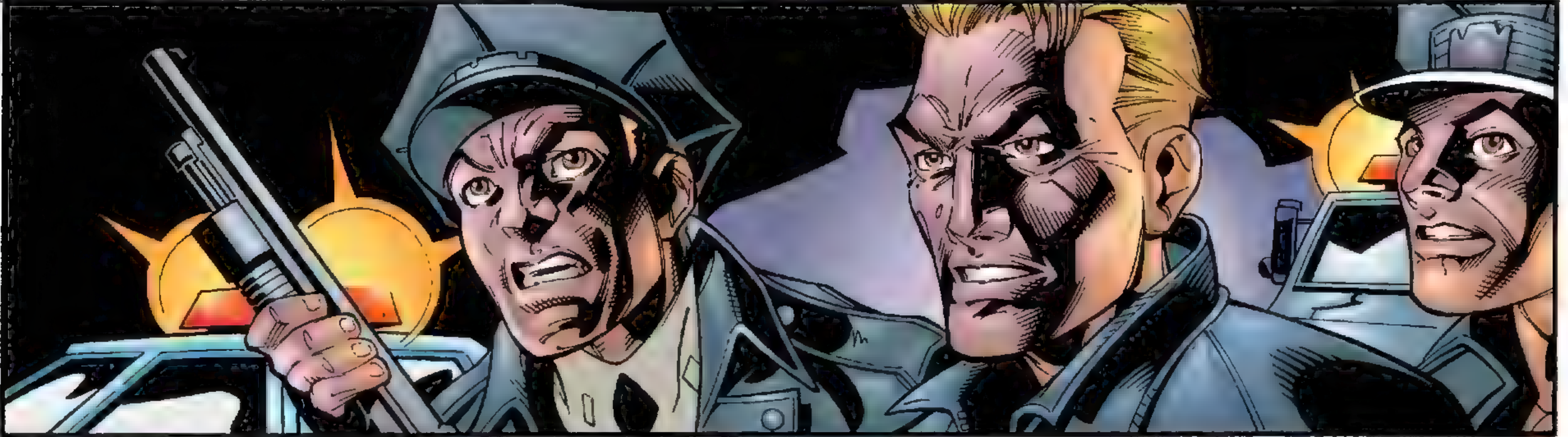


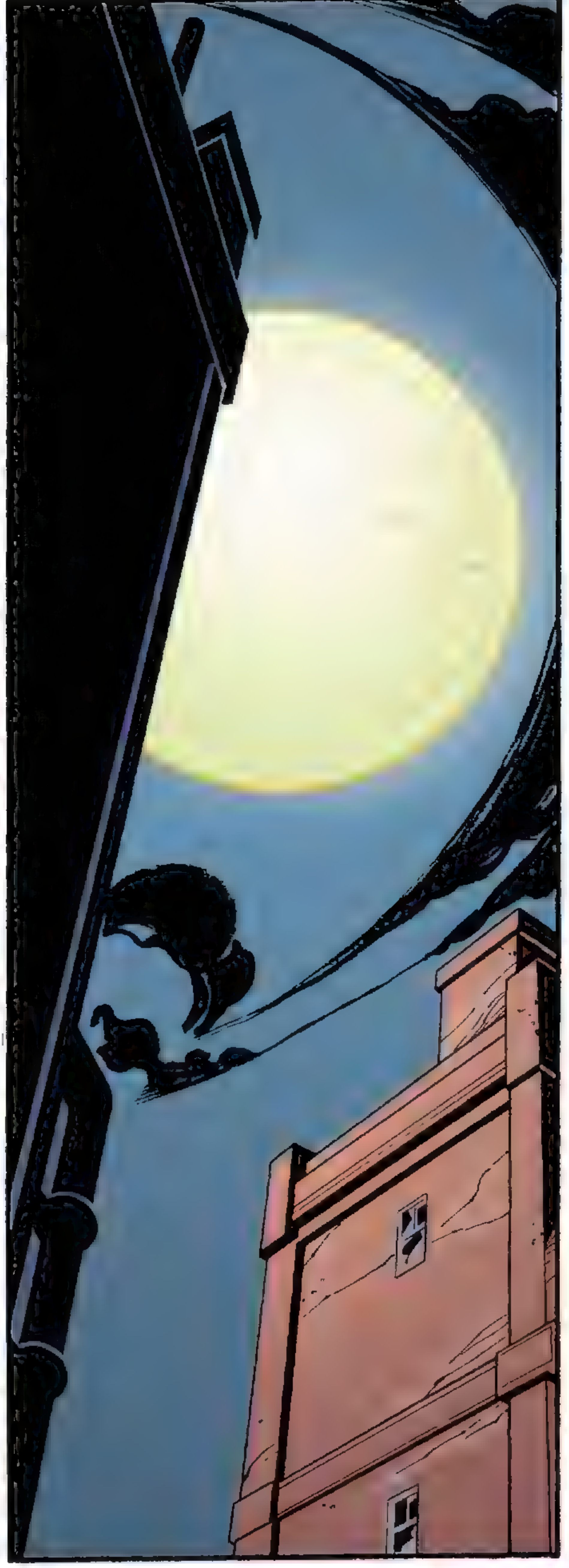
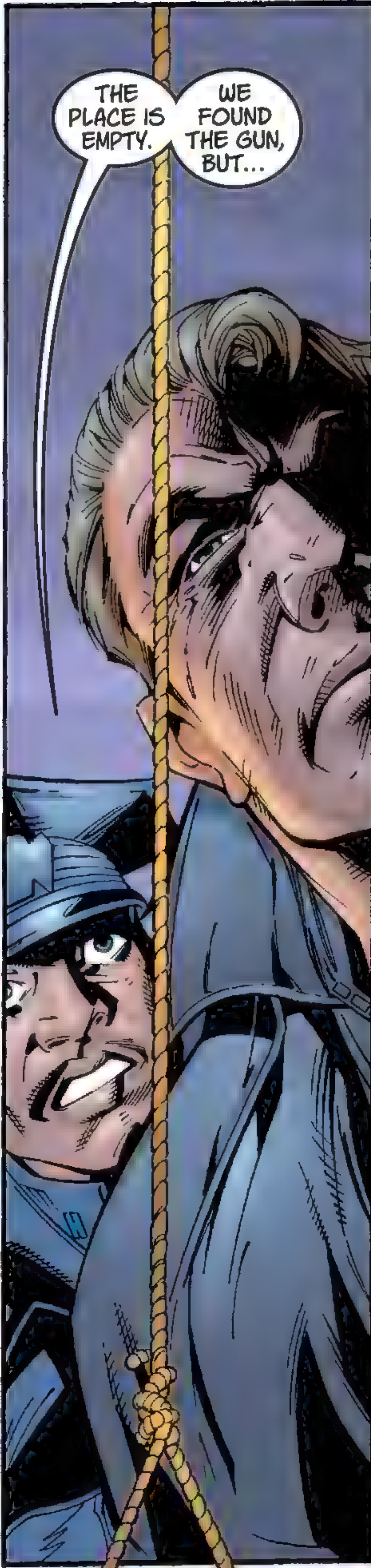


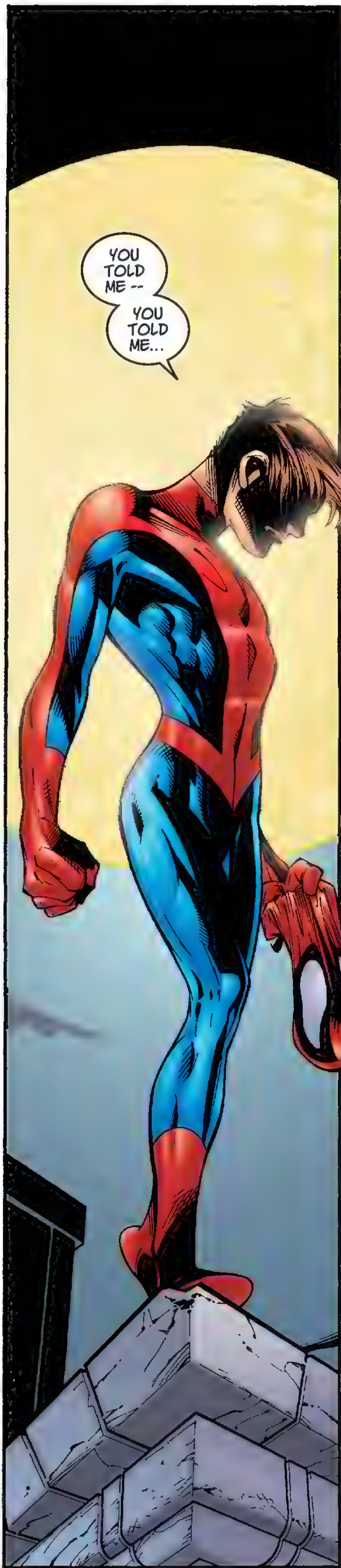












YOU
TOLD
ME --

YOU
TOLD
ME...



YOUR FATHER --
HE BELIEVED THAT IF THERE
WERE THINGS IN THIS WORLD
THAT YOU HAD TO OFFER THAT
YOU DID WELL --

-- BETTER THAN
ANYONE ELSE --

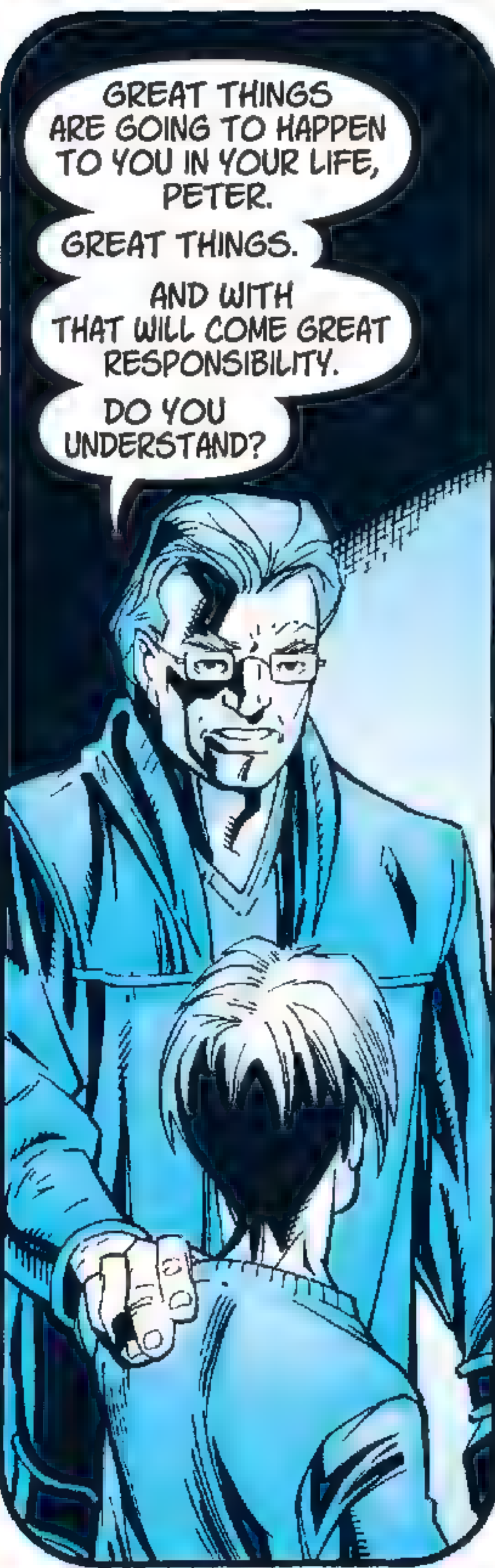
-- THINGS THAT YOU
COULD DO THAT HELPED
PEOPLE OR MADE PEOPLE
FEEL BETTER ABOUT
THEMSELVES...

...WELL, HE
BELIEVED THAT
IT WAS YOUR
RESPONSIBILITY
TO DO THOSE
THINGS.



WHY
DIDN'T YOU
STOP HIM?

NOT MY
JOB.

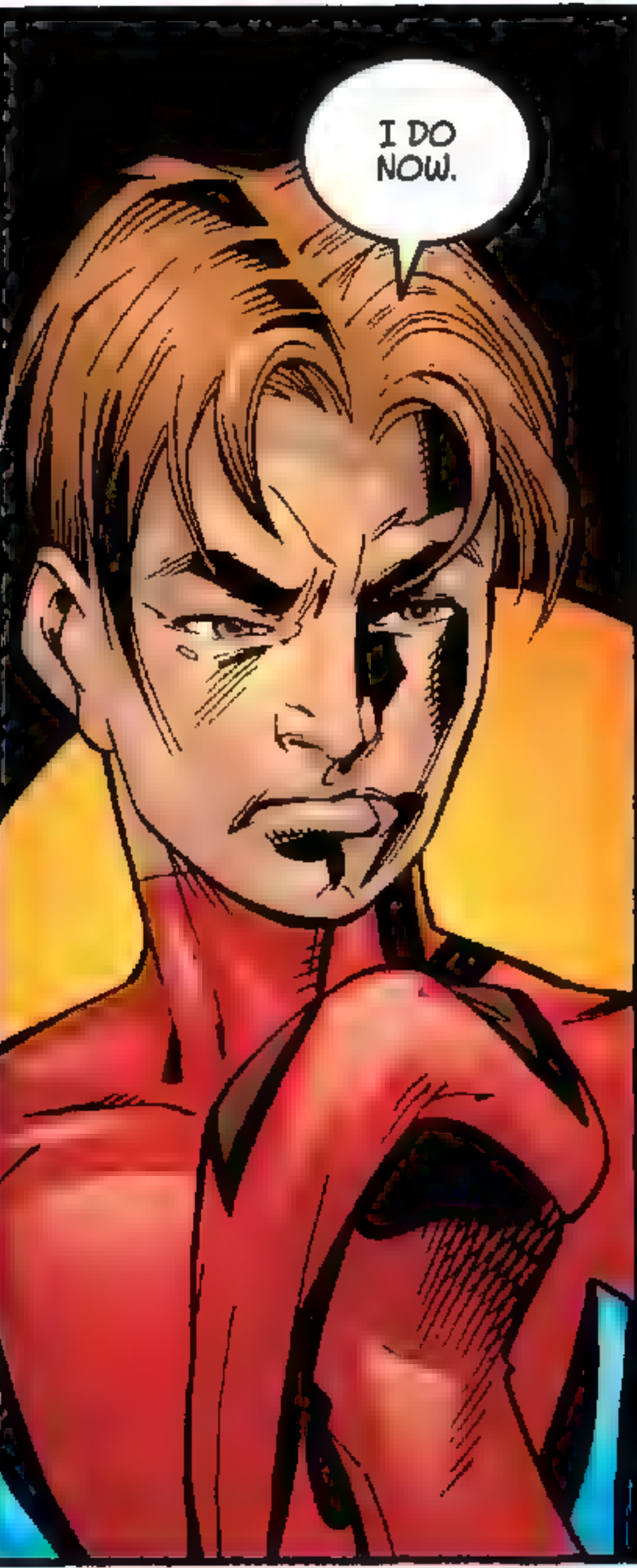
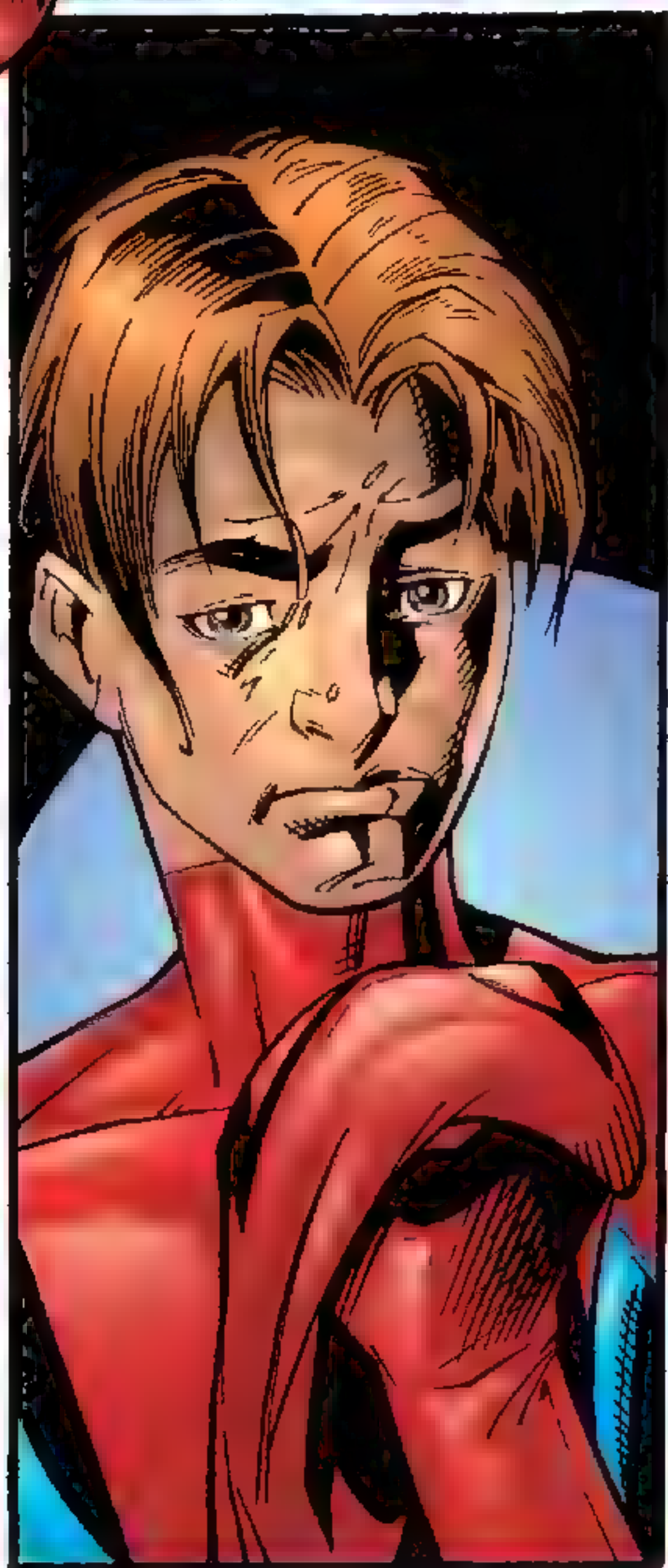


GREAT THINGS
ARE GOING TO HAPPEN
TO YOU IN YOUR LIFE,
PETER.

GREAT THINGS.

AND WITH
THAT WILL COME GREAT
RESPONSIBILITY.

DO YOU
UNDERSTAND?



I DO
NOW.

I WAS SELFISH.

SO SELFISH-- AND YOU PAID THE PRICE.

YOU DID, I DID, AUNT MAY DID.

I WILL NEVER EVER FORGIVE MYSELF FOR THAT.

I WILL NEVER EVER FORGET THAT I COULD HAVE STOPPED IT.

IT'S ALL SO CLEAR NOW, UNCLE BEN.

IT'S LIKE I'VE BEEN WEARING A BLINDFOLD AND EARMUFFS ALL MY LIFE -- AND SOMEONE JUST RIPPED THEM OFF ME.

I SEE THE WORLD CLEARLY NOW --

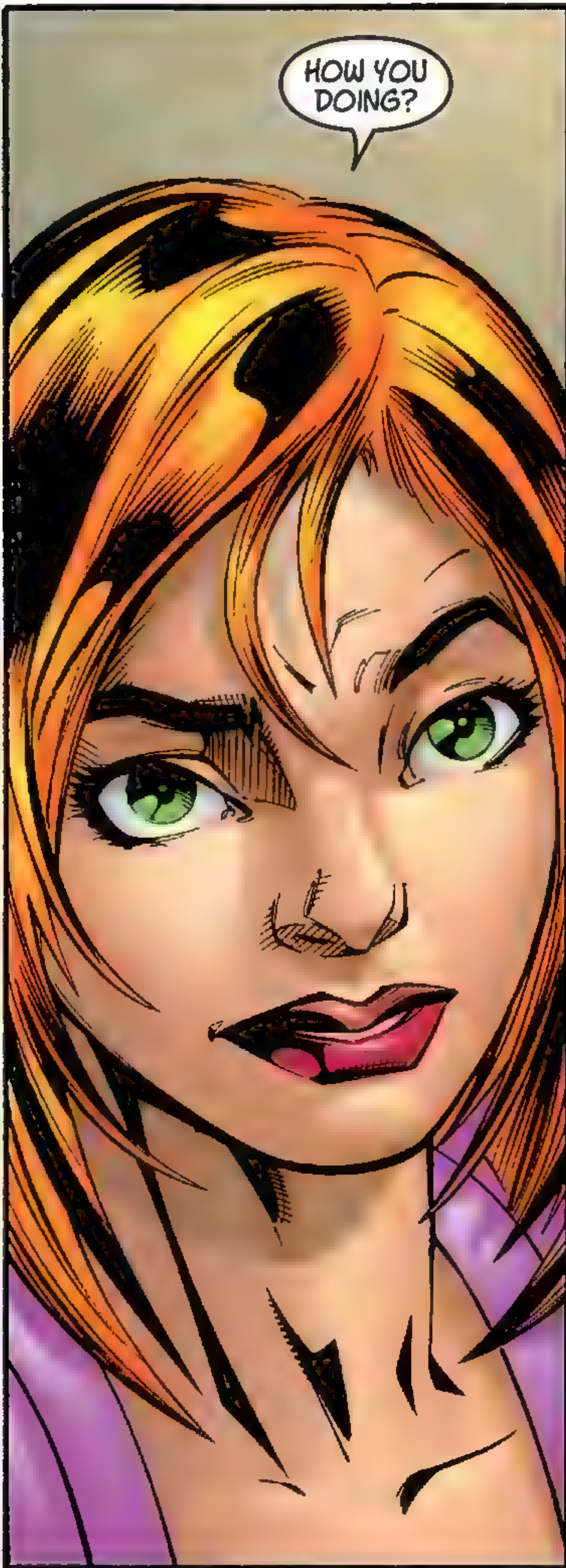
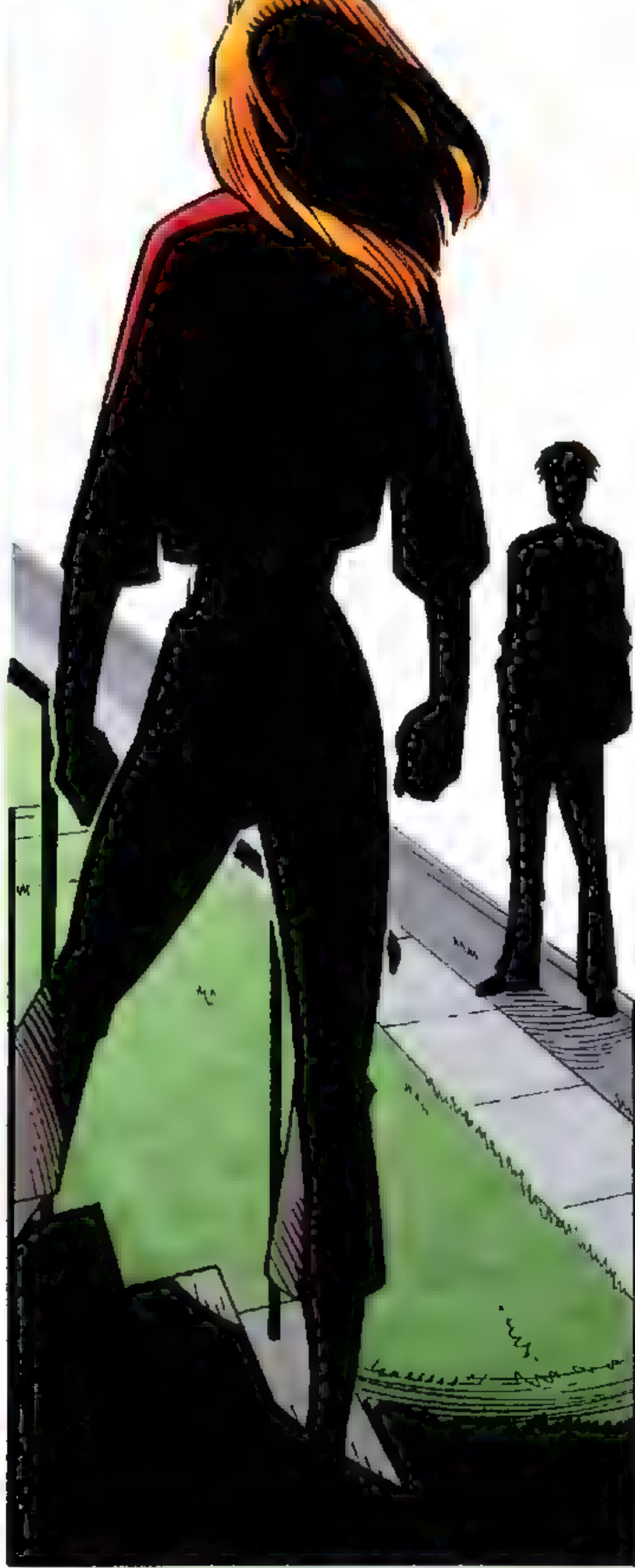
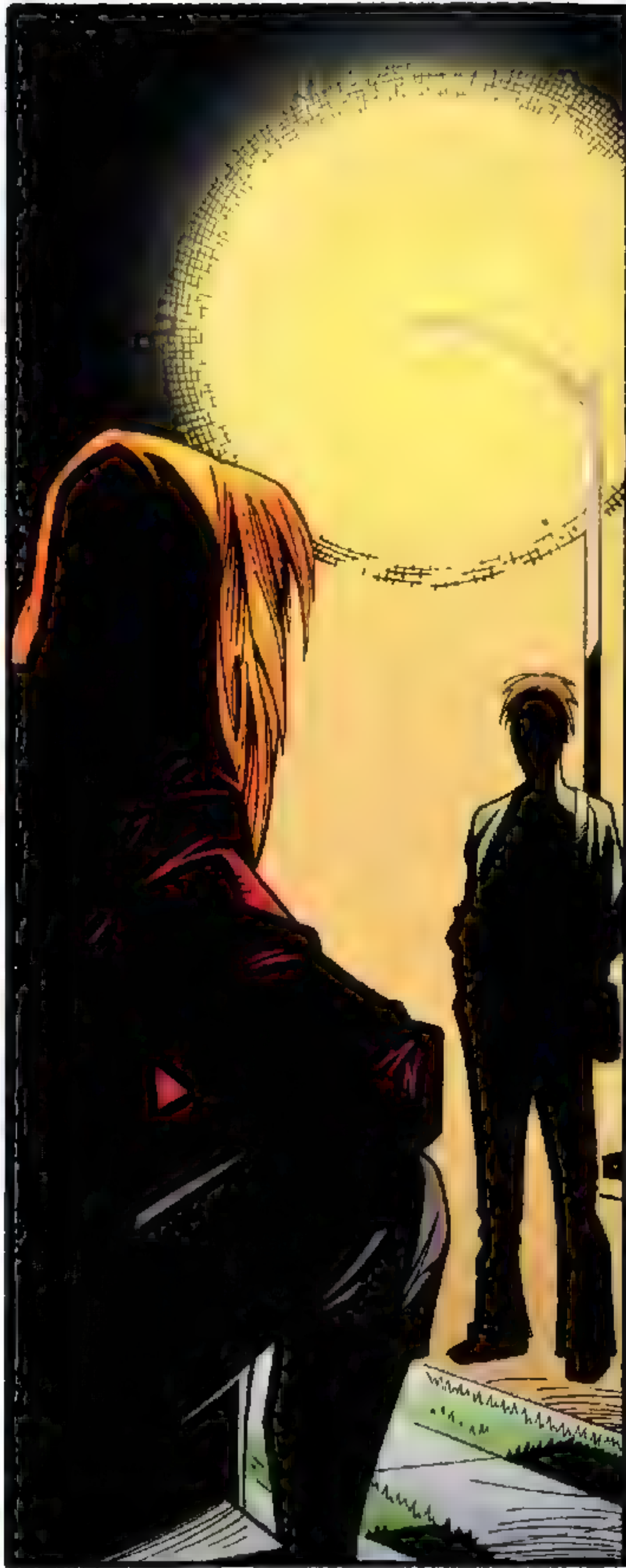
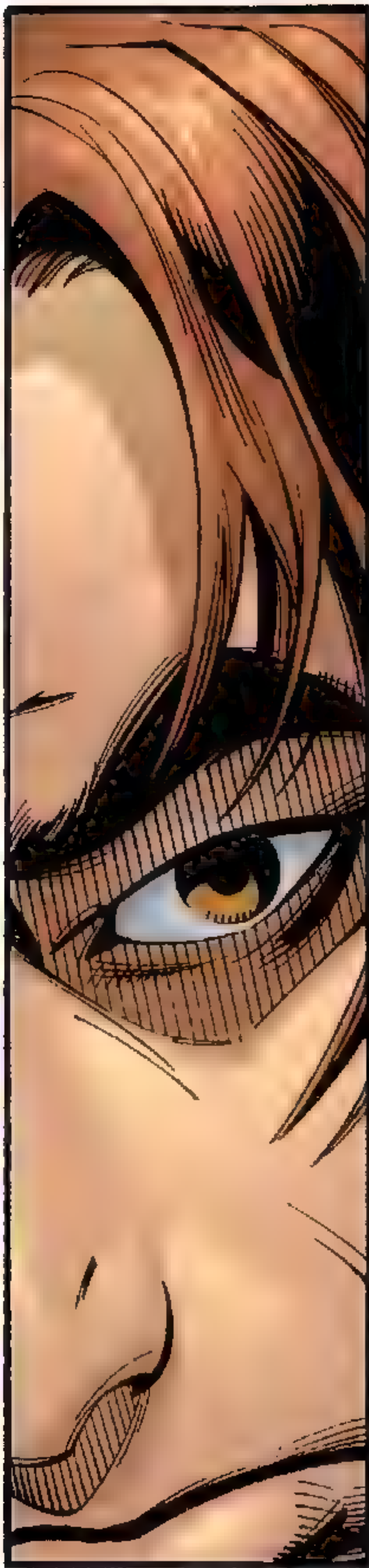
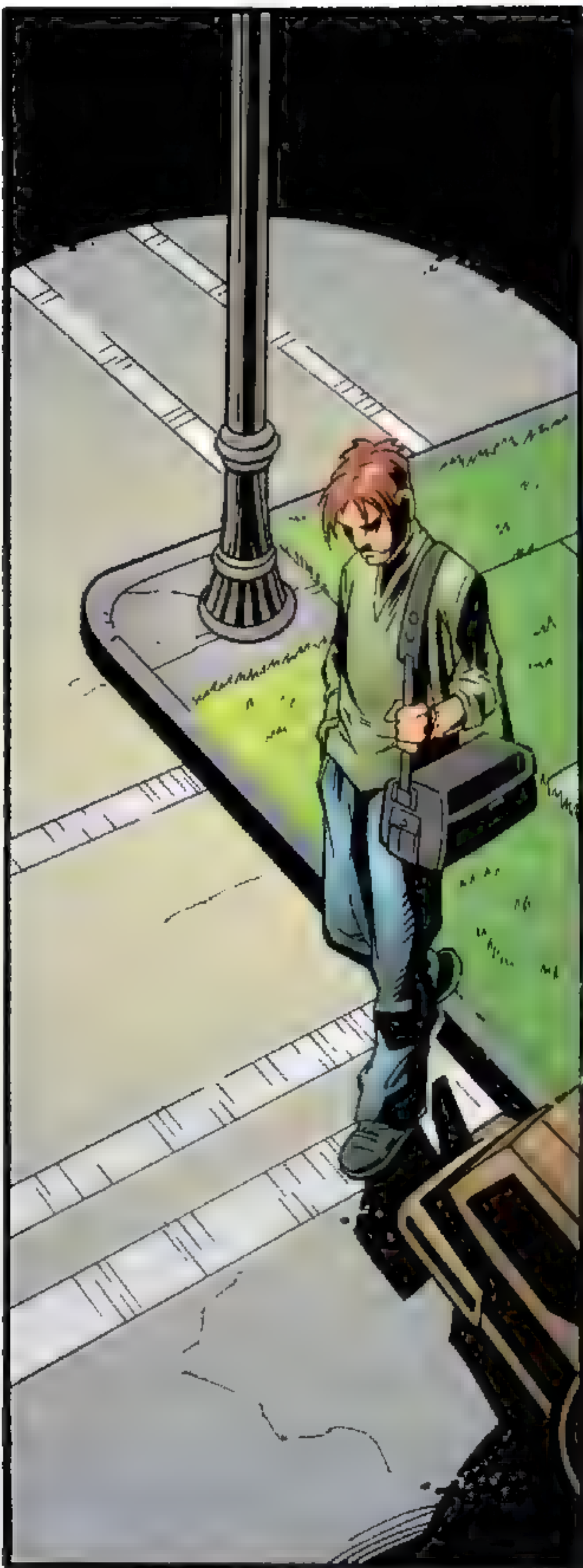
-- AND I SEE WHAT MY PLACE IS IN IT.

YOU WERE RIGHT-- WITH POWER COMES RESPONSIBILITY, ABSOLUTELY.

FOR SOME REASON I'VE BEEN GIVEN GREAT POWER.

AND WITH GREAT POWER THEN MUST COME GREAT RESPONSIBILITY.

I WILL NEVER LET YOU DOWN AGAIN, UNCLE BEN.



HOW YOU
DOING?



I --
UH...

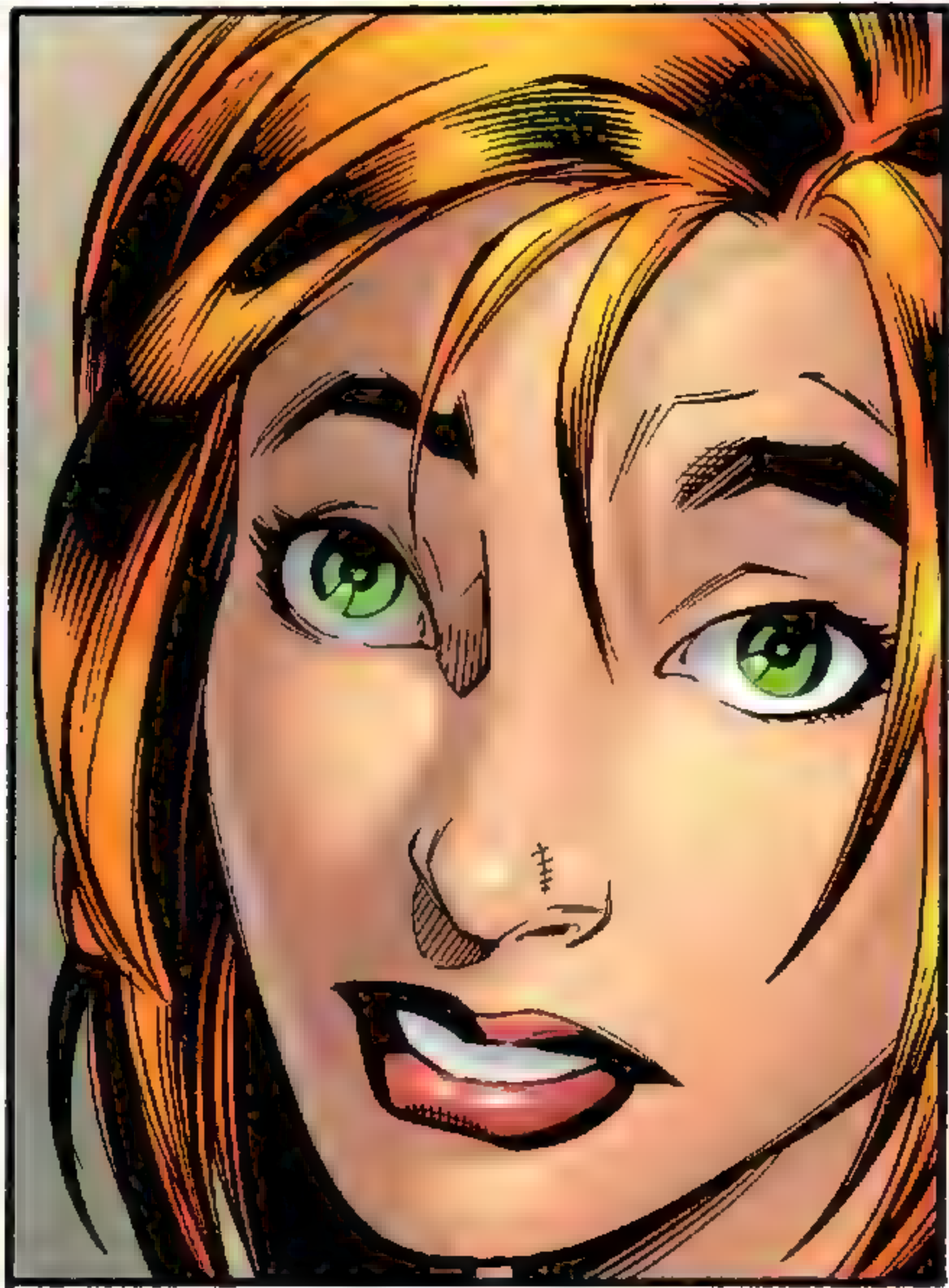
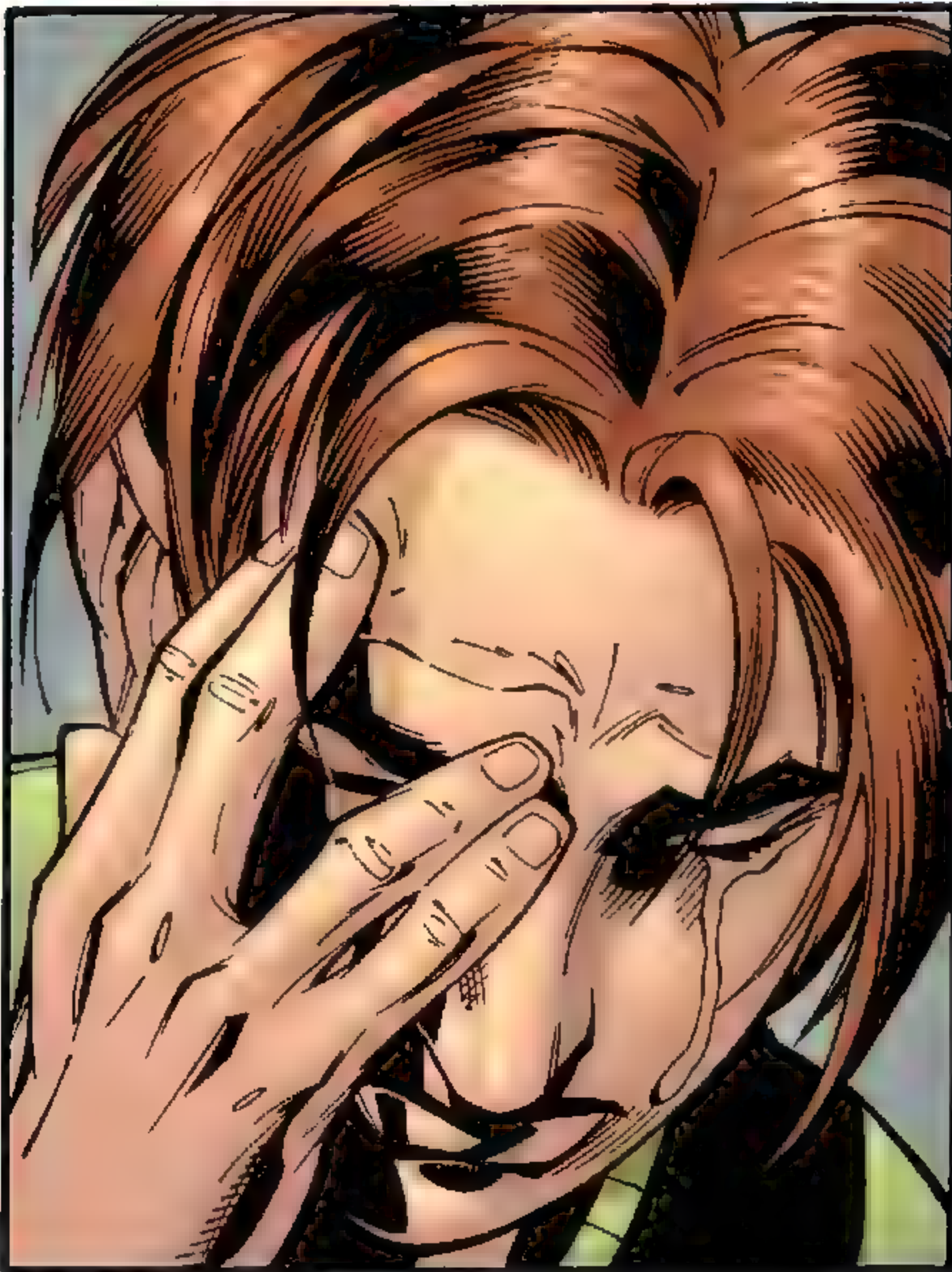
I DON'T
KNOW.

YOUR AUNT
IS STAYING
WITH US.

GOOD.

THEY ASKED ME
TO WAIT HERE FOR YOU.
BRING YOU BACK TO OUR
PLACE IF -- YOU KNOW --
IF YOU WANT.

I WAS SO
WORRIED.





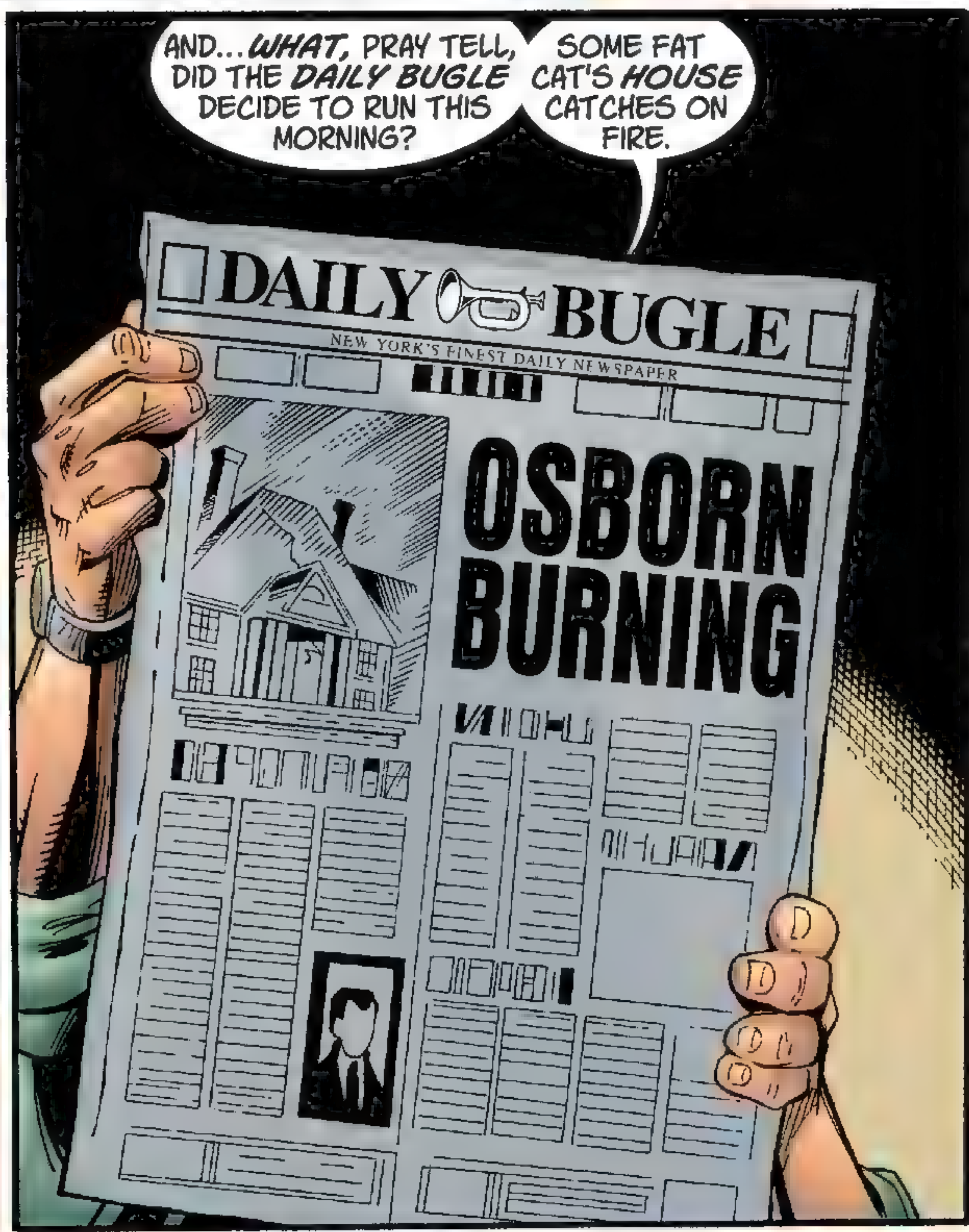




WELL, LET'S JUST SEE WHAT THE *DISTINGUISHED COMPETITION* HAS FOR THEIR HEADLINE THIS MORNING...



HUH. AND LET'S SEE, WHAT DID THE *JOURNAL* RUN THIS MORNING?



AND... *WHAT*, PRAY TELL, DID THE *DAILY BUGLE* DECIDE TO RUN THIS MORNING?

SOME FAT CAT'S HOUSE CATCHES ON FIRE.

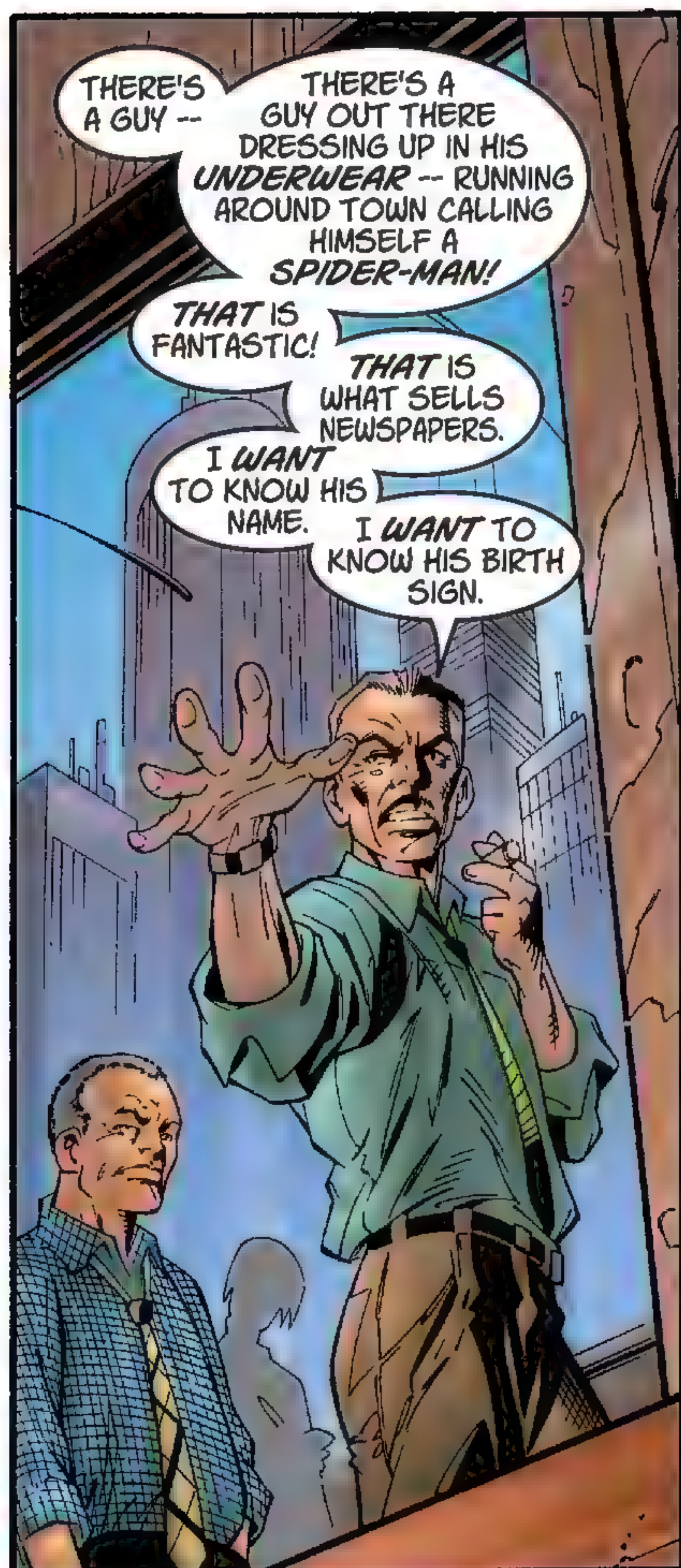


IT'S A *CRAP* STORY. A *CRAP* STORY AND WE DIDN'T EVEN HAVE ANY DECENT ART TO GO WITH IT.

SO, MY QUESTION TO YOU IS...

BIG TIME SUPER HERO!





THERE'S A GUY --

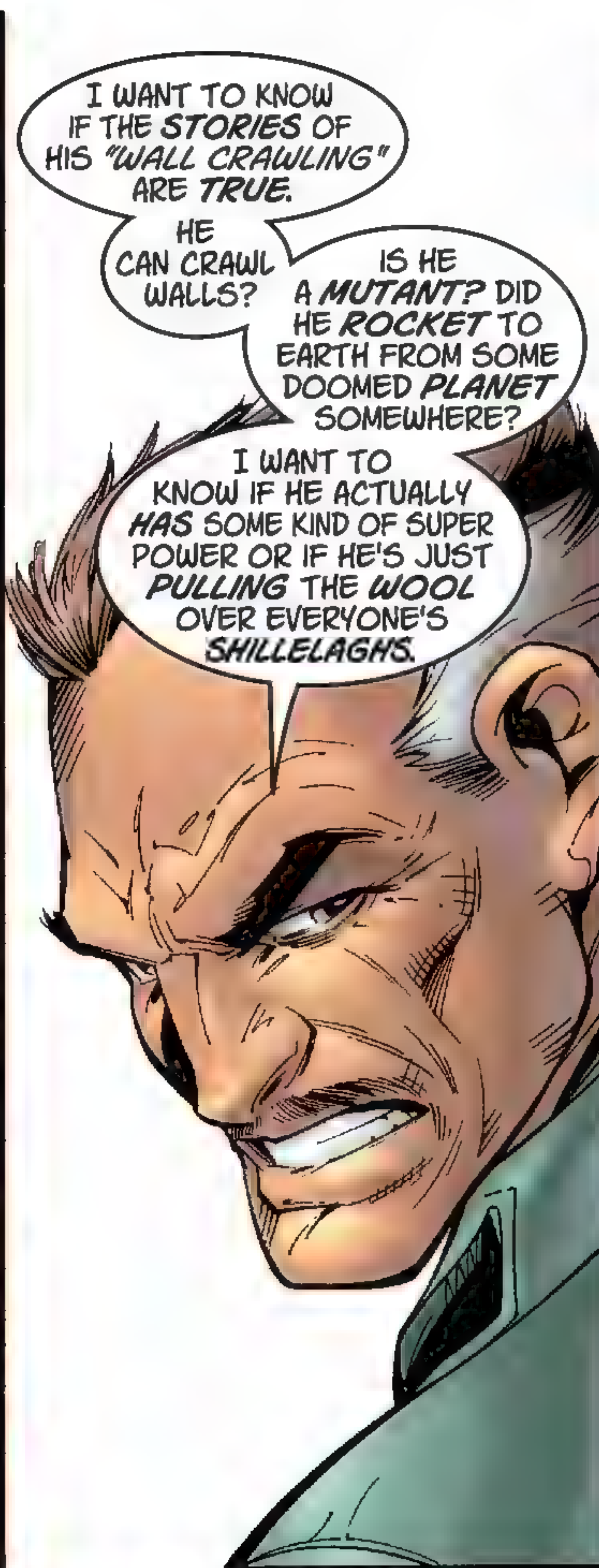
THERE'S A GUY OUT THERE DRESSING UP IN HIS **UNDERWEAR** -- RUNNING AROUND TOWN CALLING HIMSELF A **SPIDER-MAN!**

THAT IS FANTASTIC!

THAT IS WHAT SELLS NEWSPAPERS.

I WANT TO KNOW HIS NAME.

I WANT TO KNOW HIS BIRTH SIGN.

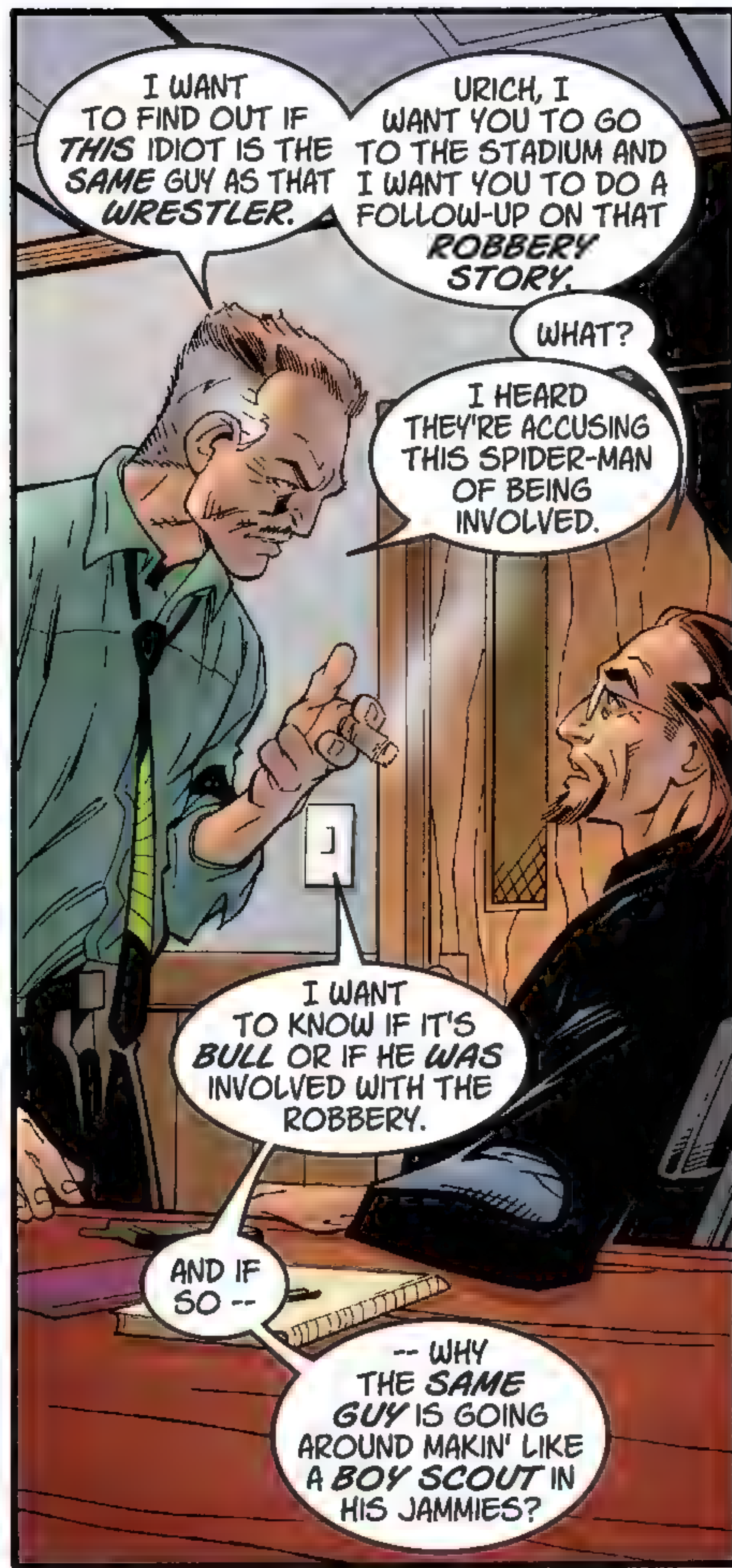


I WANT TO KNOW IF THE **STORIES** OF HIS "**WALL CRAWLING**" ARE **TRUE**.

HE CAN CRAWL WALLS?

IS HE A **MUTANT**? DID HE **ROCKET** TO EARTH FROM SOME **DOOMED PLANET** SOMEWHERE?

I WANT TO KNOW IF HE ACTUALLY HAS SOME KIND OF **SUPER POWER** OR IF HE'S JUST **PULLING THE WOOL** OVER EVERYONE'S **SHILLELAGHS**.



I WANT TO FIND OUT IF **THIS IDIOT** IS THE **SAME GUY** AS THAT **WRESTLER**.

URICH, I WANT YOU TO GO TO THE **STADIUM** AND I WANT YOU TO DO A **FOLLOW-UP** ON THAT **ROBBERY STORY**.

WHAT?

I HEARD THEY'RE ACCUSING THIS **SPIDER-MAN** OF BEING INVOLVED.

I WANT TO KNOW IF IT'S **BULL** OR IF HE **WAS** INVOLVED WITH THE **ROBBERY**.

AND IF SO --

-- WHY THE **SAME GUY** IS GOING AROUND MAKIN' LIKE A **BOY SCOUT** IN HIS **JAMMIES**?



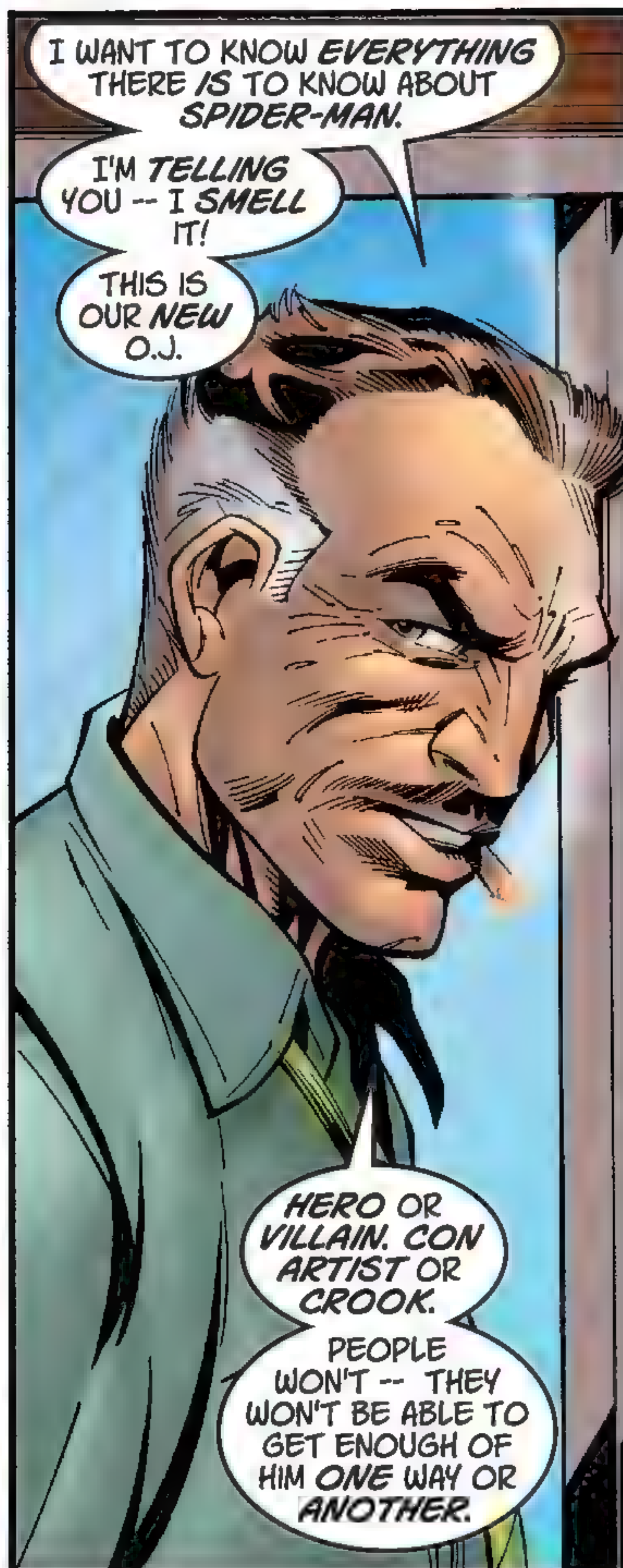
BUT JONAH, I'M WORKING ON...

THE **KINGPIN** CAN WAIT TO HAVE HIS BIG FAT BUTT HANDED TO HIM BY YOU **ANOTHER DAY**, BEN.

IF YOU HAVEN'T DUG ANYTHING UP ON THE **MURDOCK CASE** BY NOW, YOU PROBABLY **AREN'T** GOING TO.

BUT...

GET YOUR **NAME** ON A **HEADLINE "STAR REPORTER,"** THAT'S WHAT I **PAY** YOU FOR.



I WANT TO KNOW **EVERYTHING** THERE IS TO KNOW ABOUT **SPIDER-MAN**.

I'M **TELLING** YOU -- I **SMELL** IT!

THIS IS OUR **NEW O.J.**

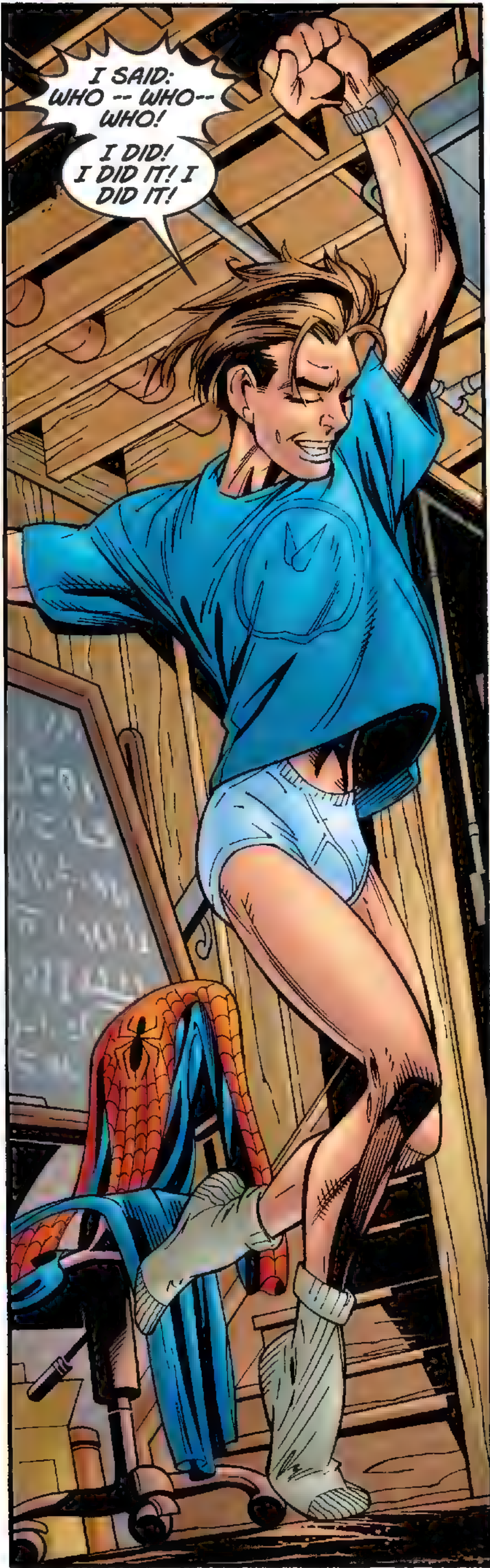
HERO OR **VILLAIN**. **CON ARTIST** OR **CROOK**.

PEOPLE **WON'T** -- THEY **WON'T** BE ABLE TO GET ENOUGH OF HIM **ONE WAY** OR **ANOTHER**.

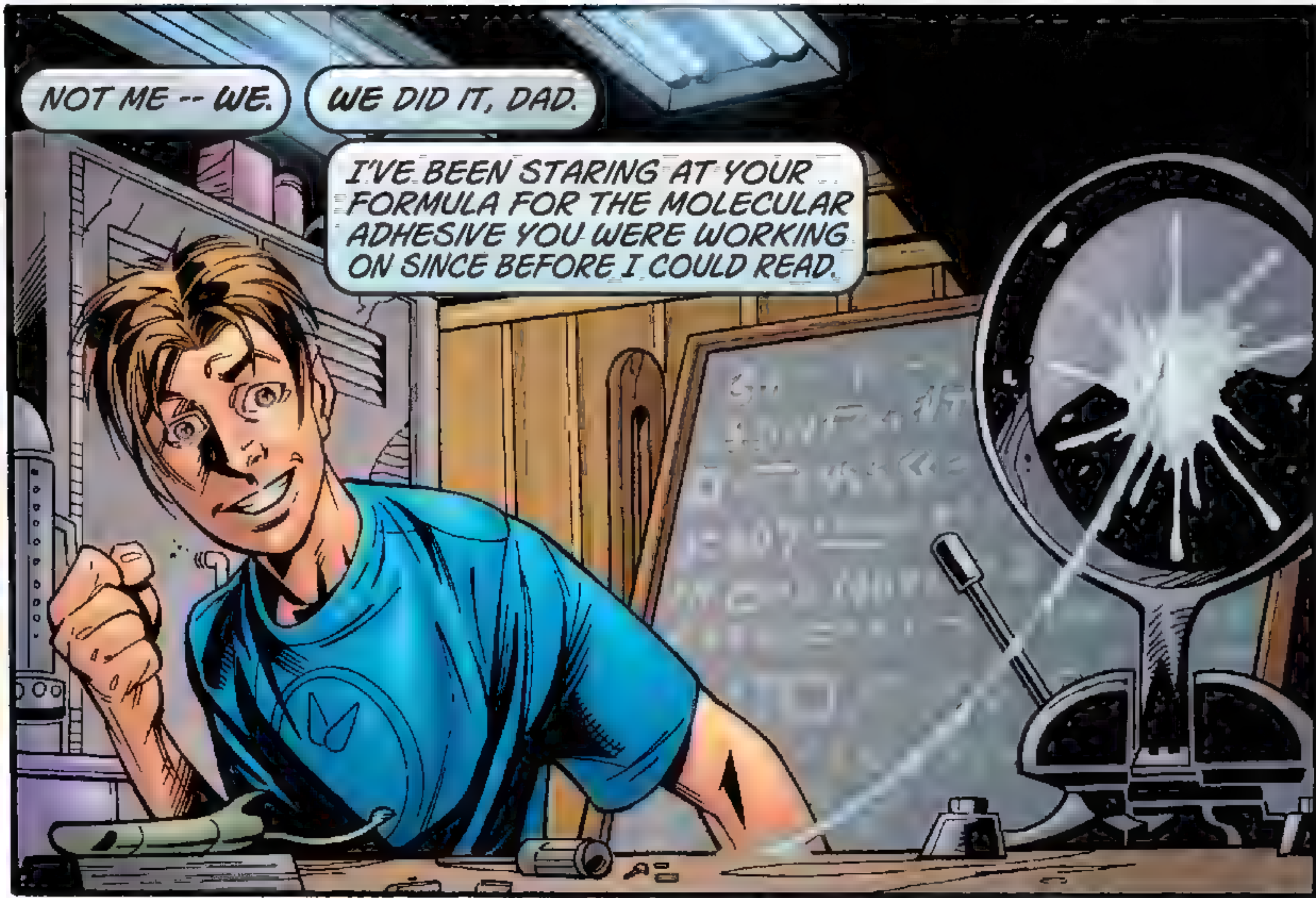


IN FACT, RIGHT THIS **SECOND** --

-- I BET THAT **CREEPY SCHVATZ** IS UP TO SOMETHING THAT'LL BE OUR **HEADLINE** TOMORROW.



I SAID:
WHO -- WHO--
WHO!
I DID!
I DID IT! I
DID IT!



NOT ME -- WE. WE DID IT, DAD.

I'VE BEEN STARING AT YOUR
FORMULA FOR THE MOLECULAR
ADHESIVE YOU WERE WORKING
ON SINCE BEFORE I COULD READ.



AND I COULD NEVER
FINISH IT FOR YOU...

MAN, THIS IS
FANTASTIC.



BUT TONIGHT --
COMING HOME --

-- JUMPING AROUND
AS SPIDER-MAN --

IT JUST -- IT JUST
HIT ME. I FIGURED
IT OUT, DAD!



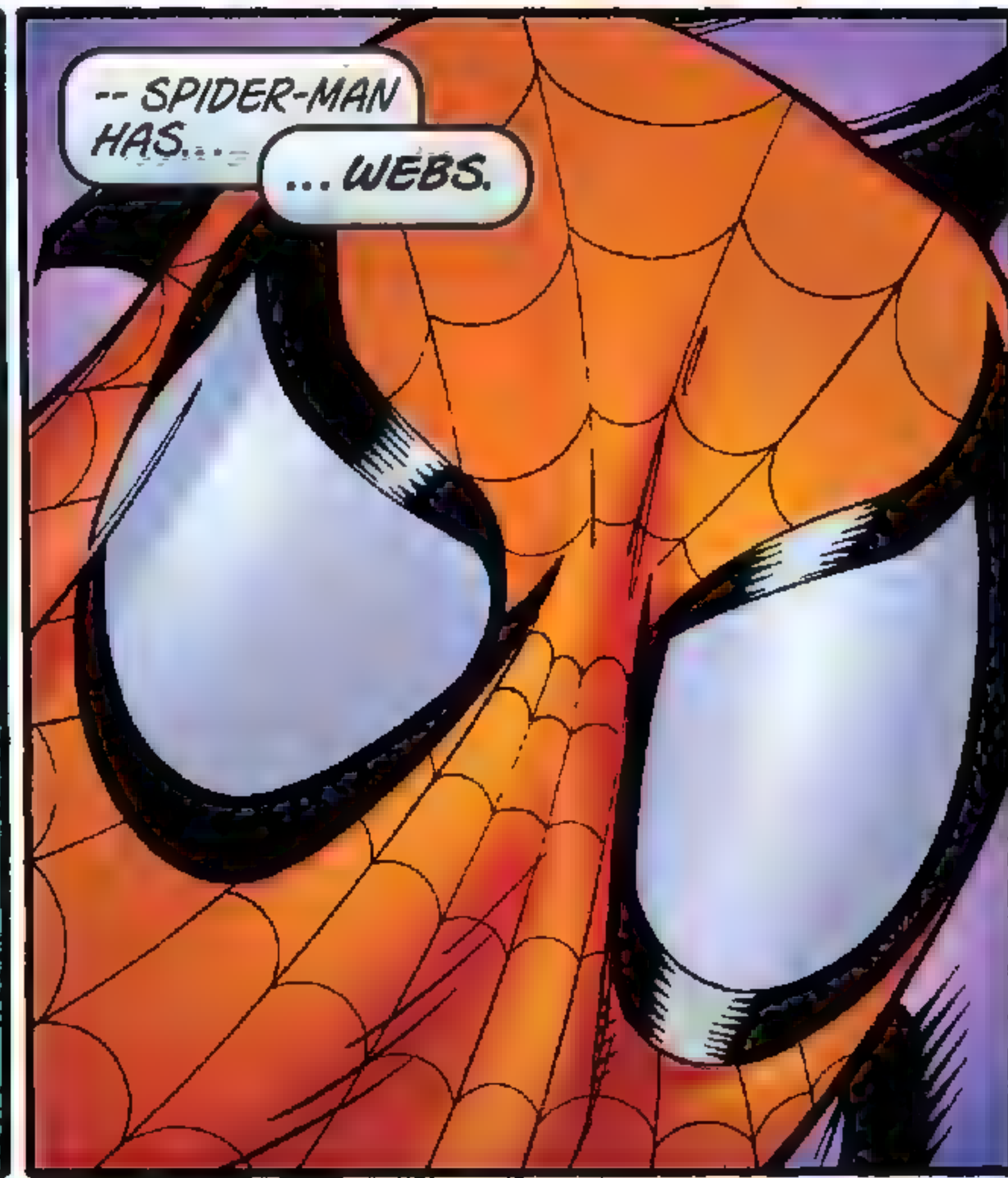
NOT ONLY THAT --
BUT A LITTLE MORE
INGENUITY HERE AND
THERE...

... LITTLE
ENGINEERING...

... AND DAD --
LOOK --



THWIP



-- SPIDER-MAN
HAS...
... WEBS.



THIS STUFF IS
PRETTY STRONG.

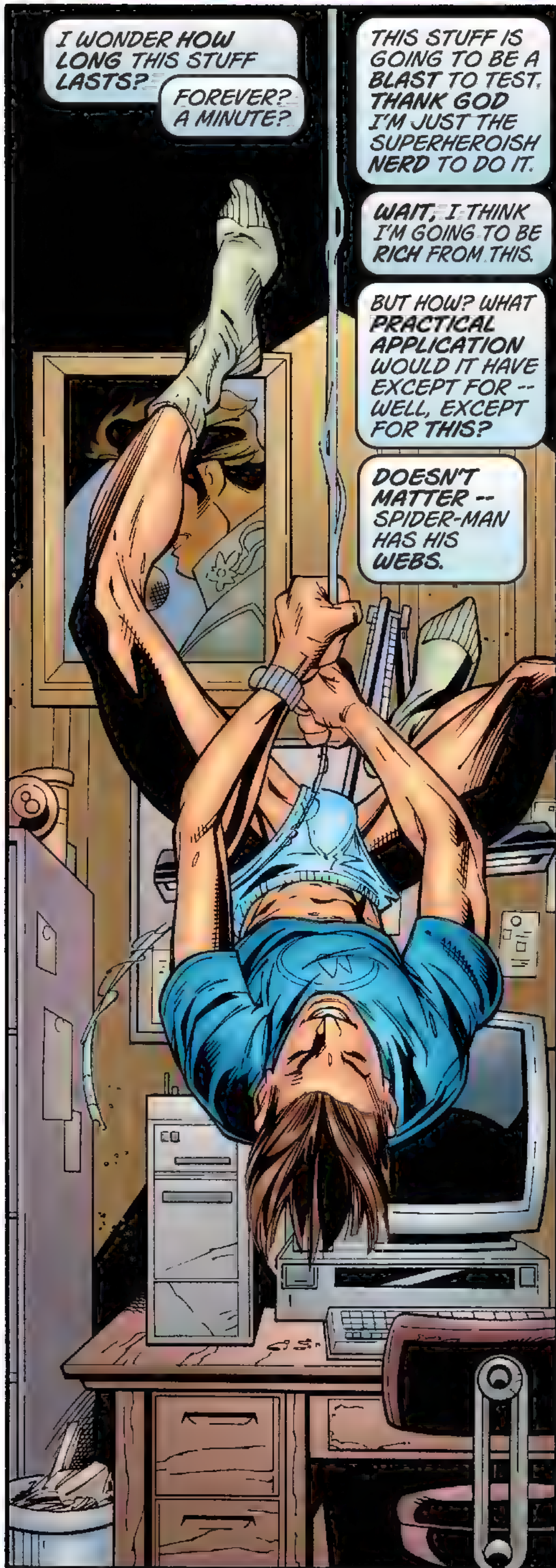
HUH. AND A LITTLE
ELASTIC.

I WONDER IF I CAN
SCREW WITH IT TO
MAKE IT MORE
ELASTIC OR LESS?

THE END IS TOTALLY
ADHESIVE, LIKE SUPER
GLUE, YET THE SIDES
ARE JUST TACKY.

BUT NOT TOO
TACKY.

JUST TACKY ENOUGH
TO HOLD ON TO.



I WONDER HOW
LONG THIS STUFF
LASTS?

FOREVER?
A MINUTE?

THIS STUFF IS
GOING TO BE A
BLAST TO TEST.
THANK GOD
I'M JUST THE
SUPERHEROISH
NERD TO DO IT.

WAIT, I THINK
I'M GOING TO BE
RICH FROM THIS.

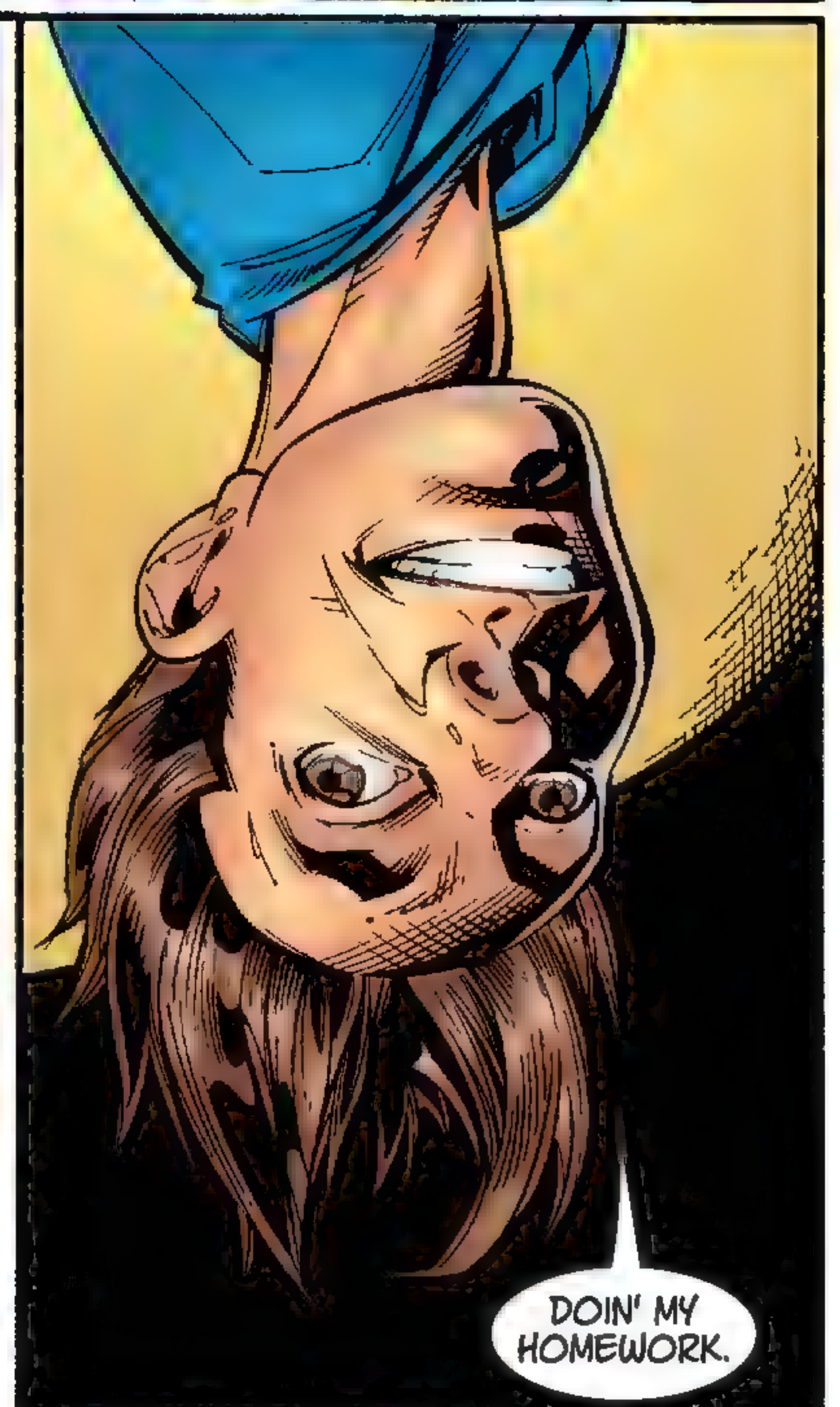
BUT HOW? WHAT
PRACTICAL
APPLICATION
WOULD IT HAVE
EXCEPT FOR --
WELL, EXCEPT
FOR THIS?

DOESN'T
MATTER --
SPIDER-MAN
HAS HIS
WEBS.



MAN, UNCLE BEN
WOULD'A LOVED THIS.

PETER,
ARE YOU STILL
DOWN THERE,
SWEETY?

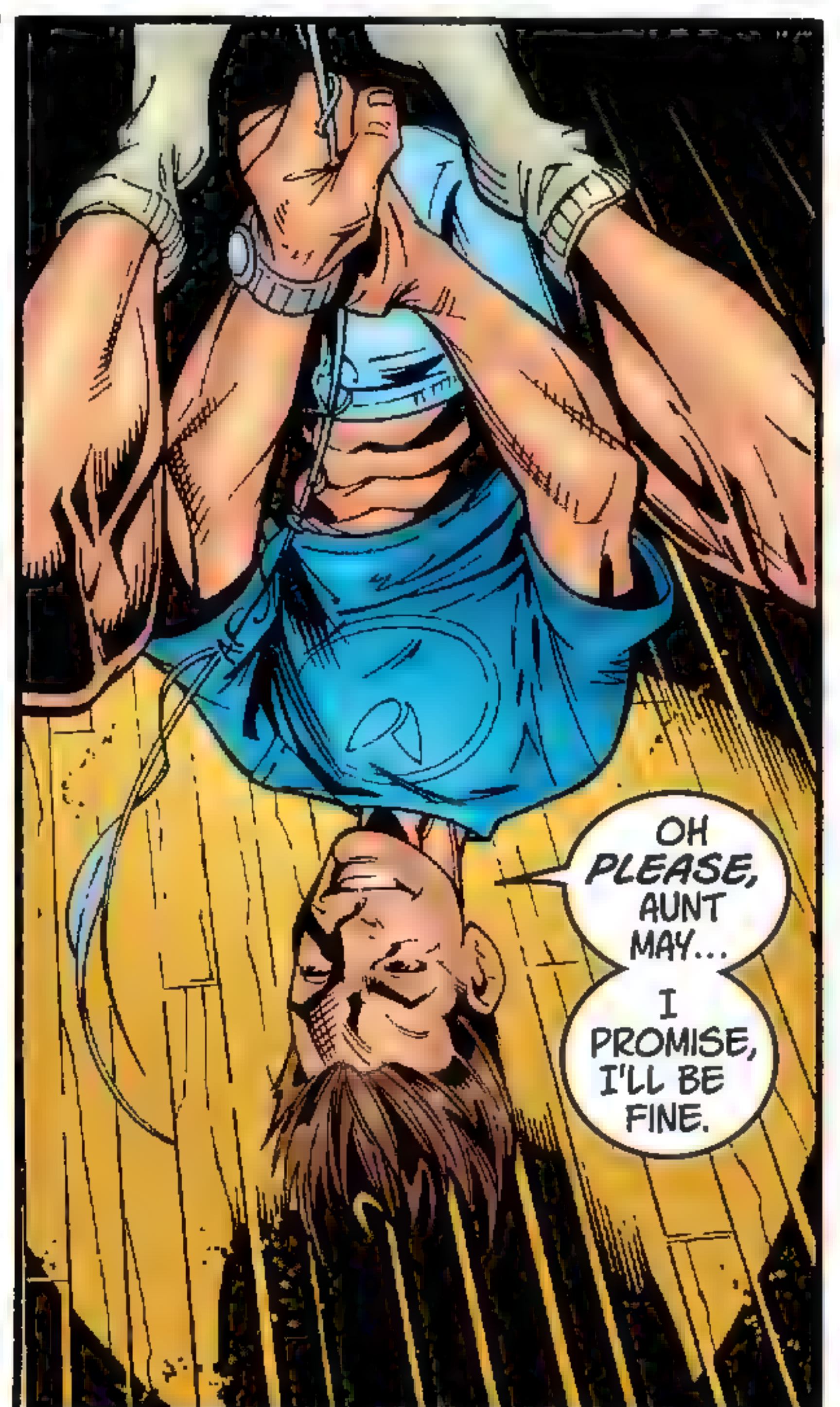


DOIN' MY
HOMEWORK.



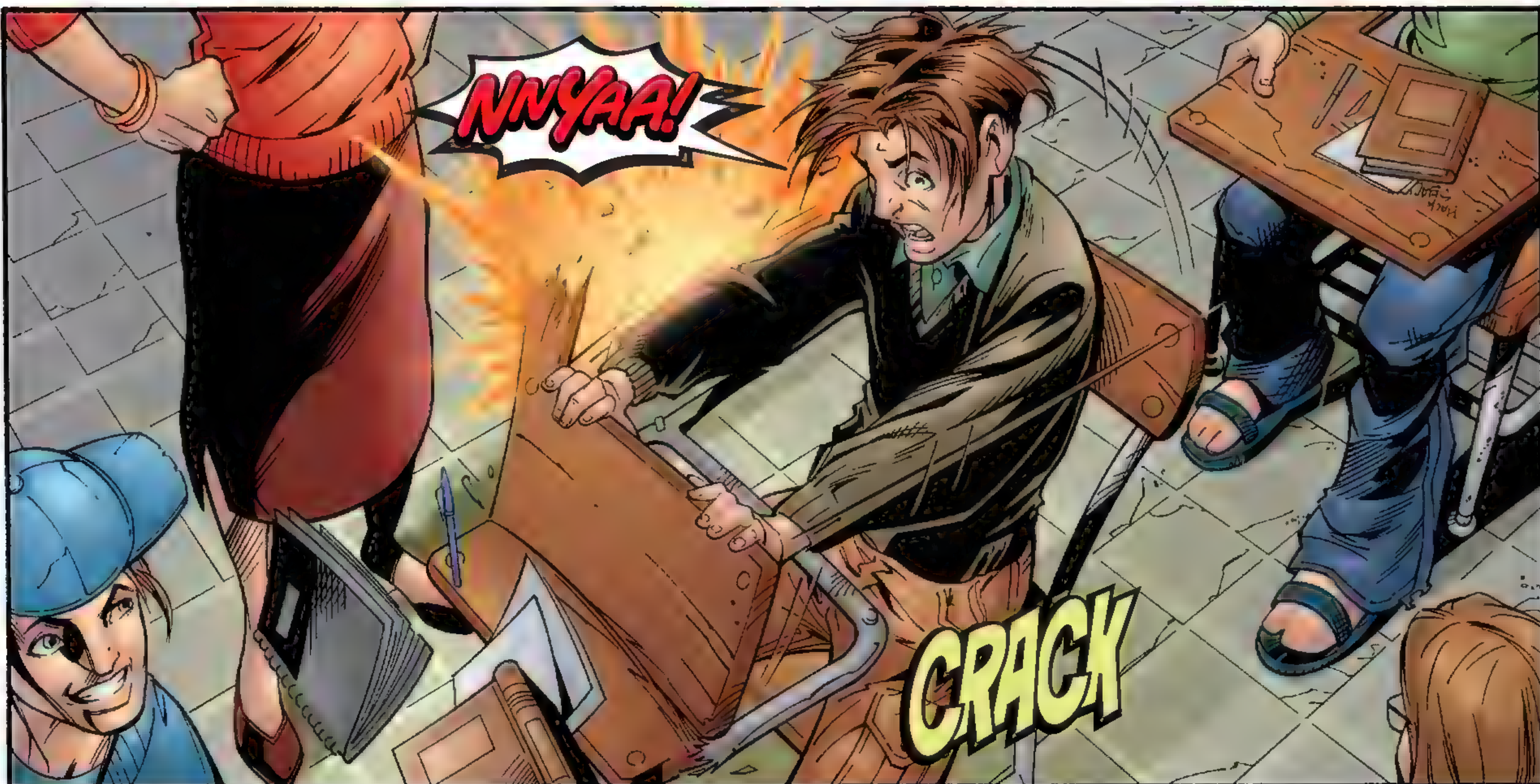
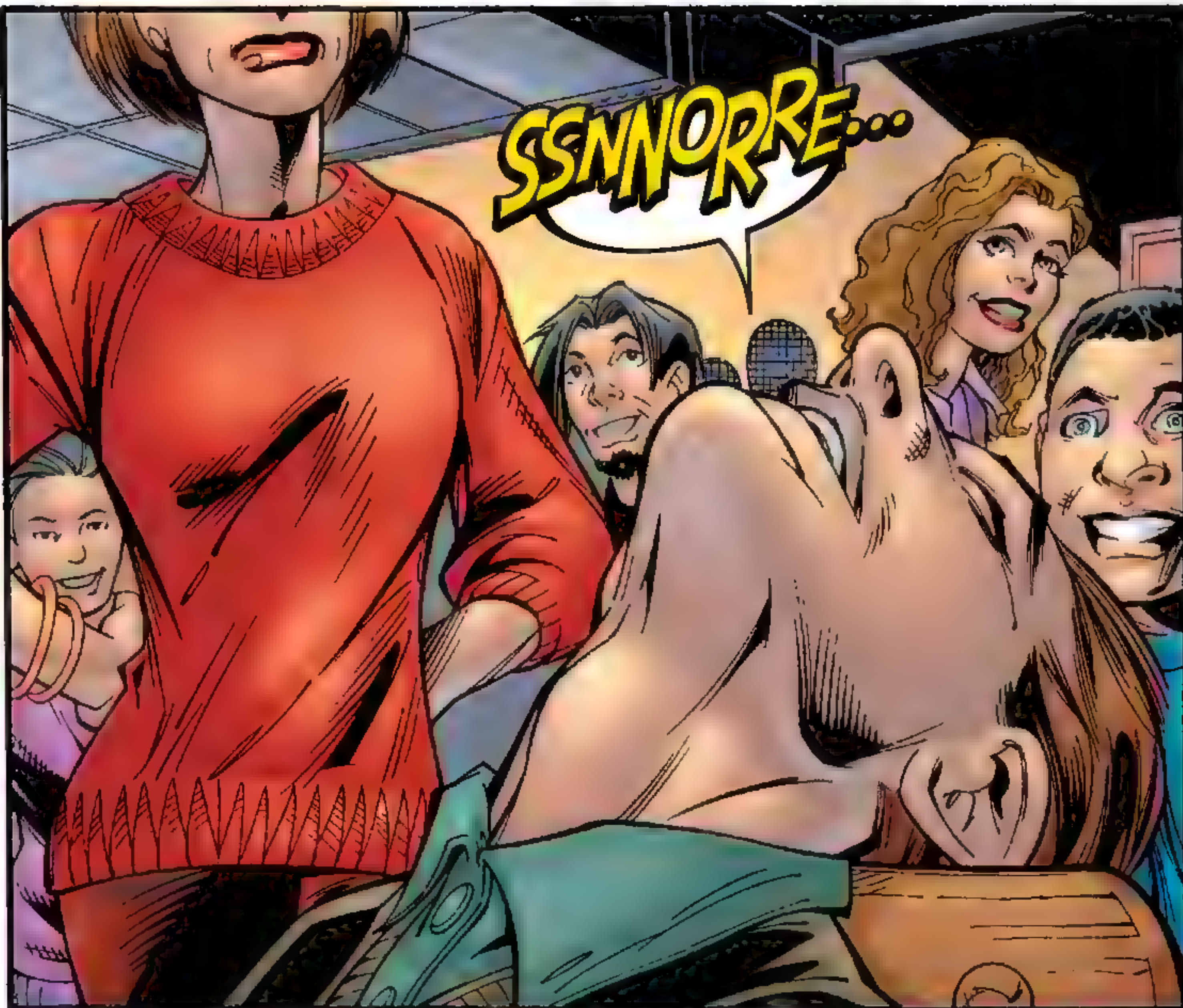
PETER,
GO TO
BED.

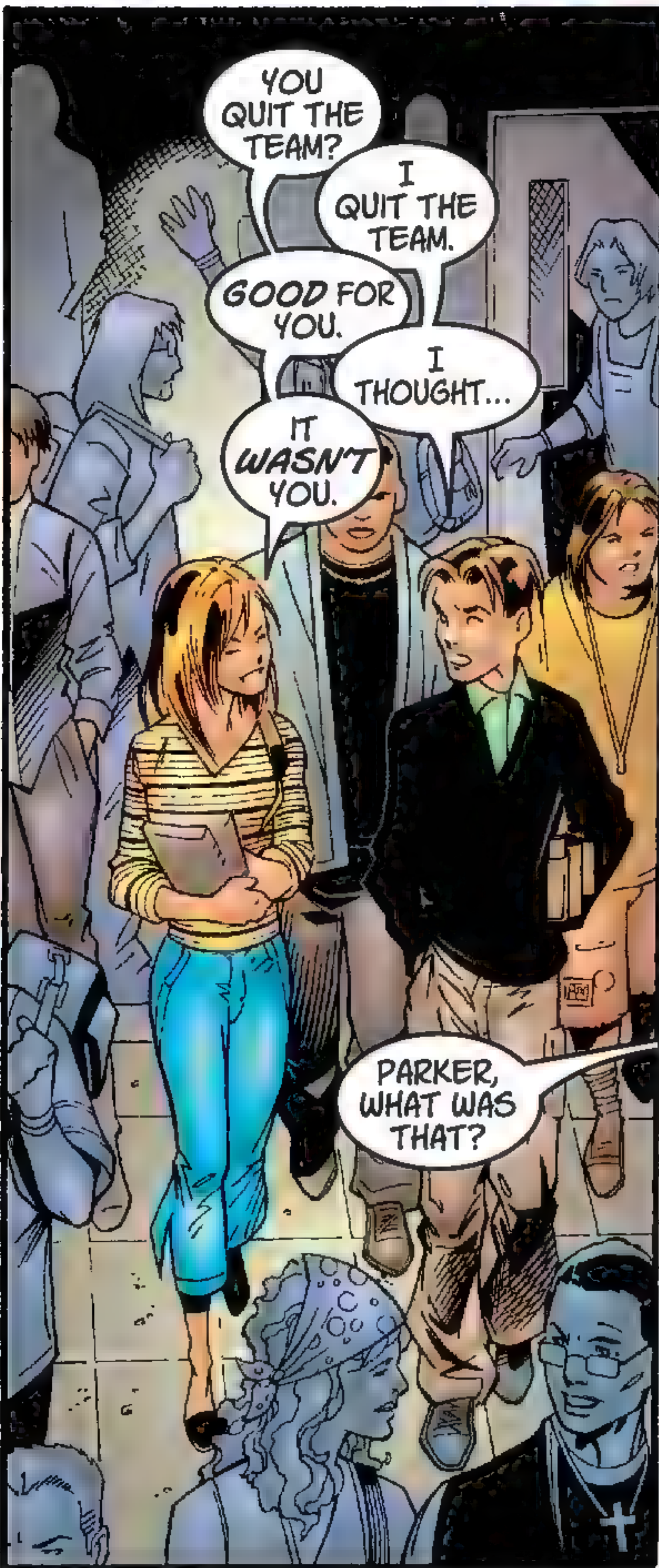
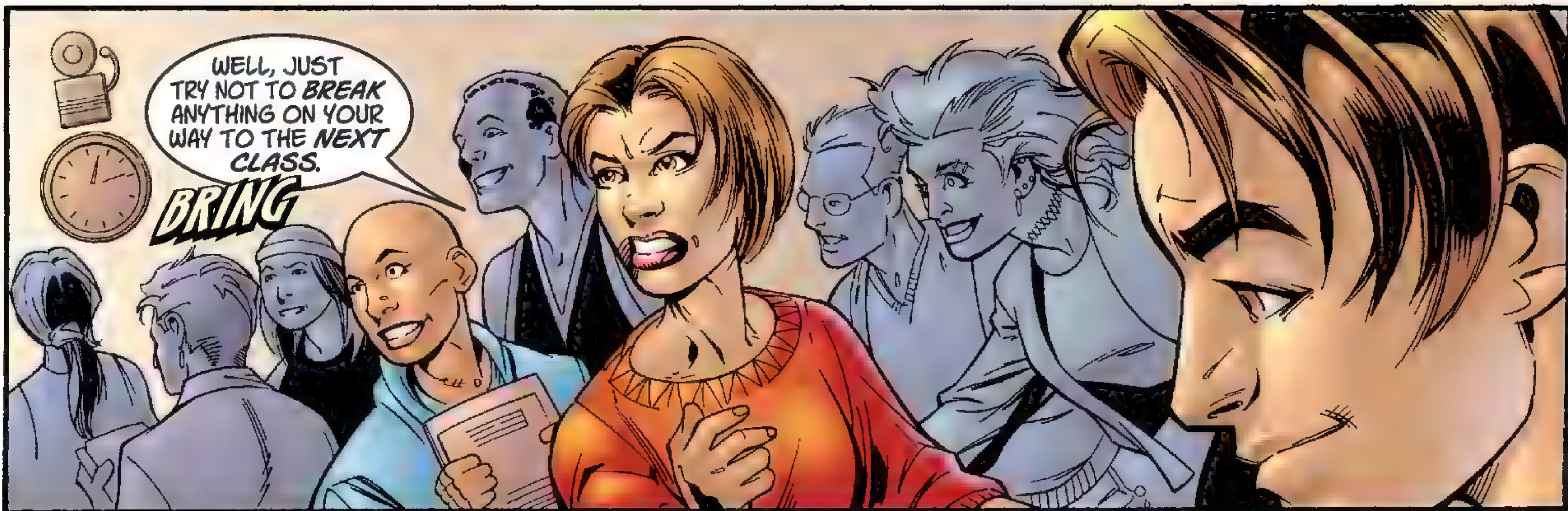
YOU'LL
BE A WRECK AT
SCHOOL...

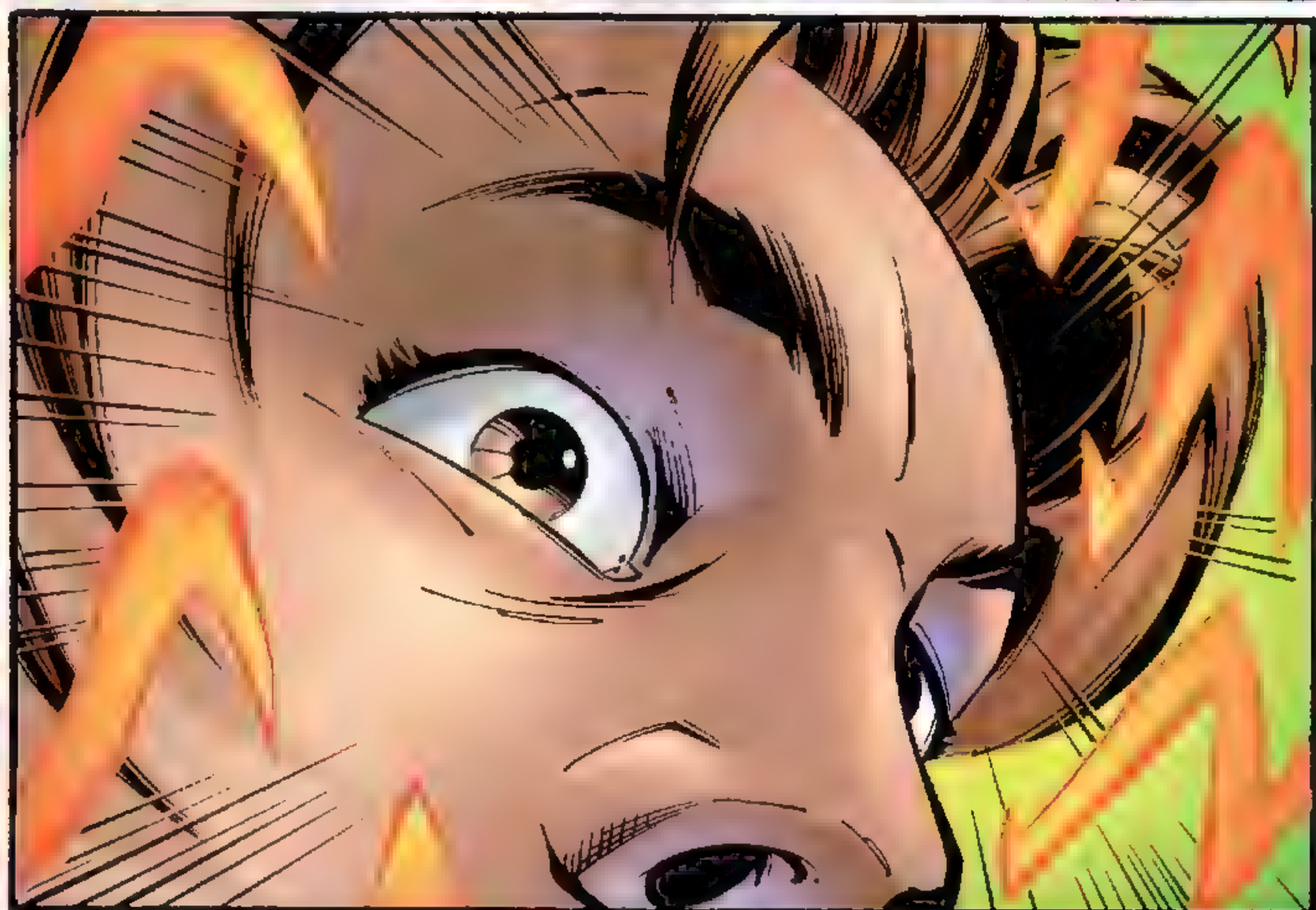
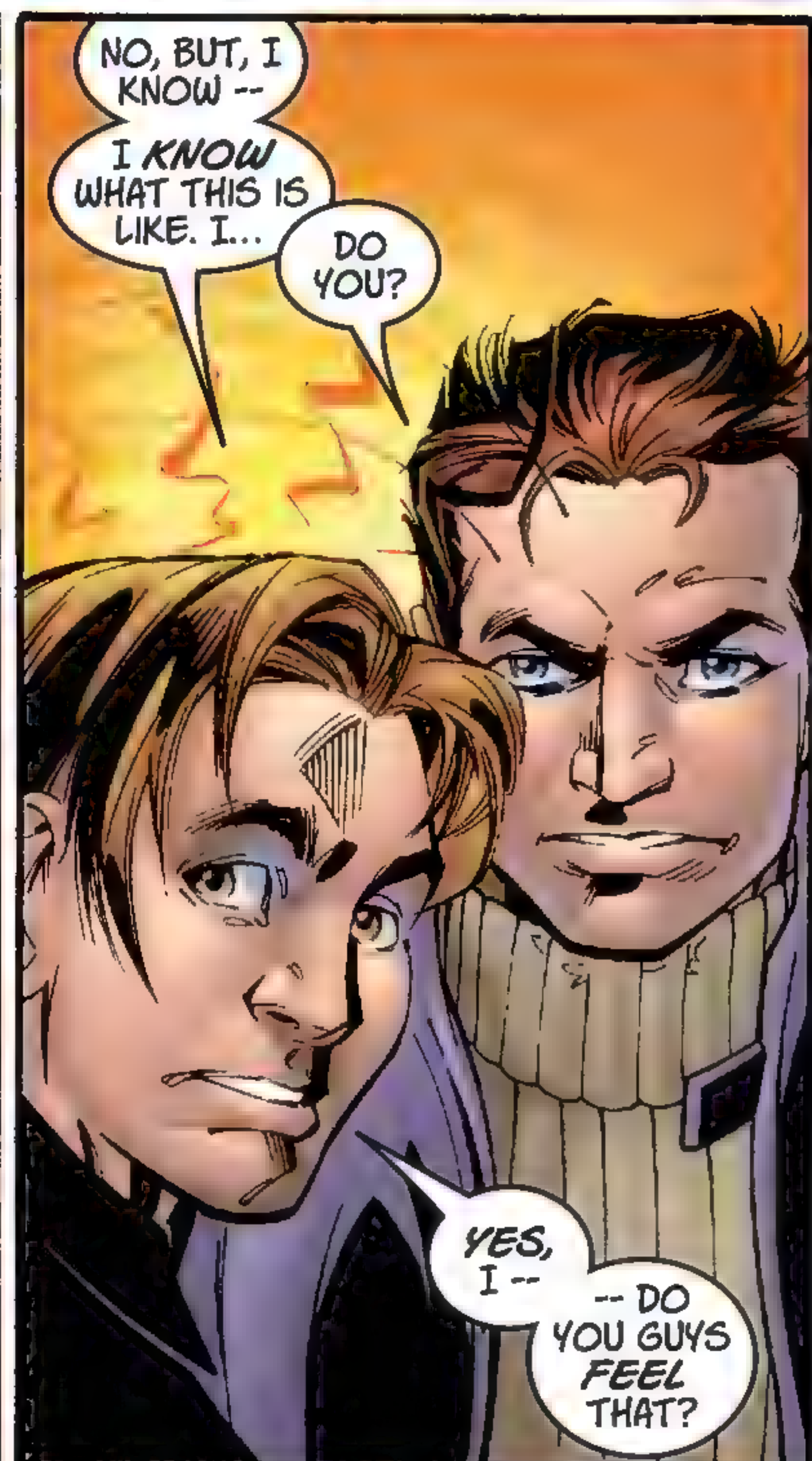
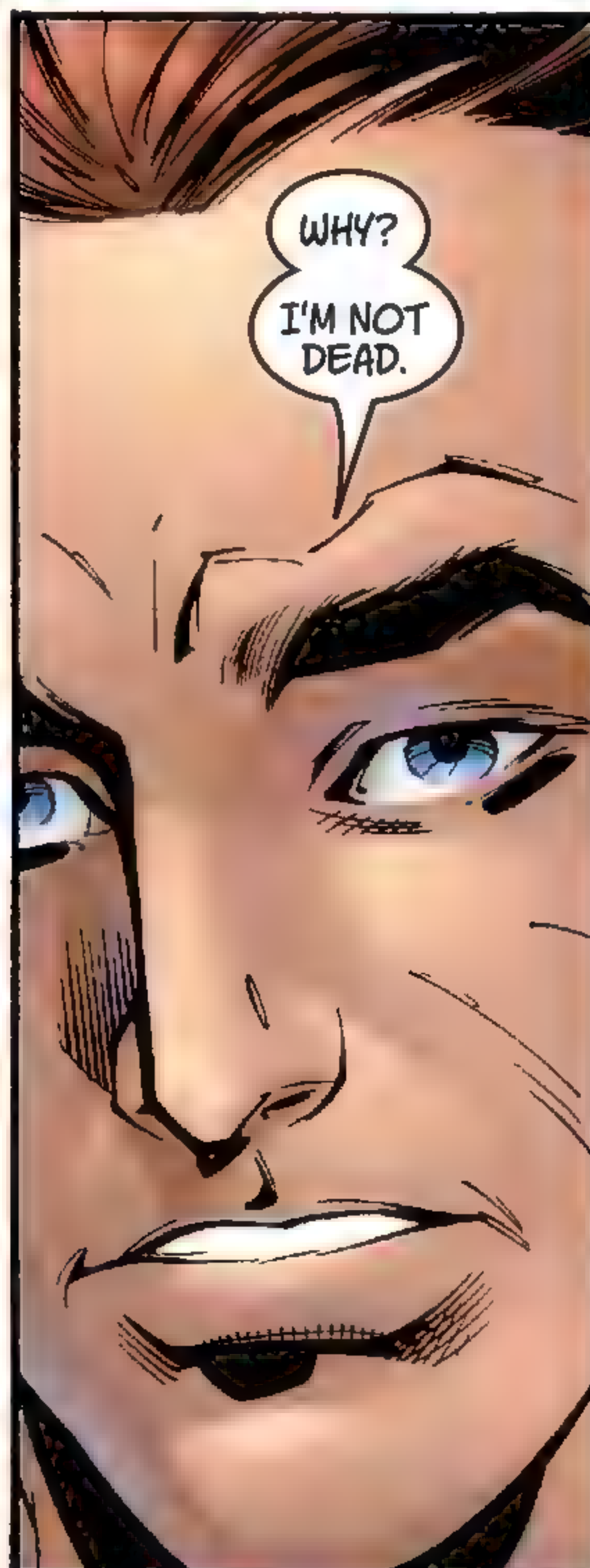
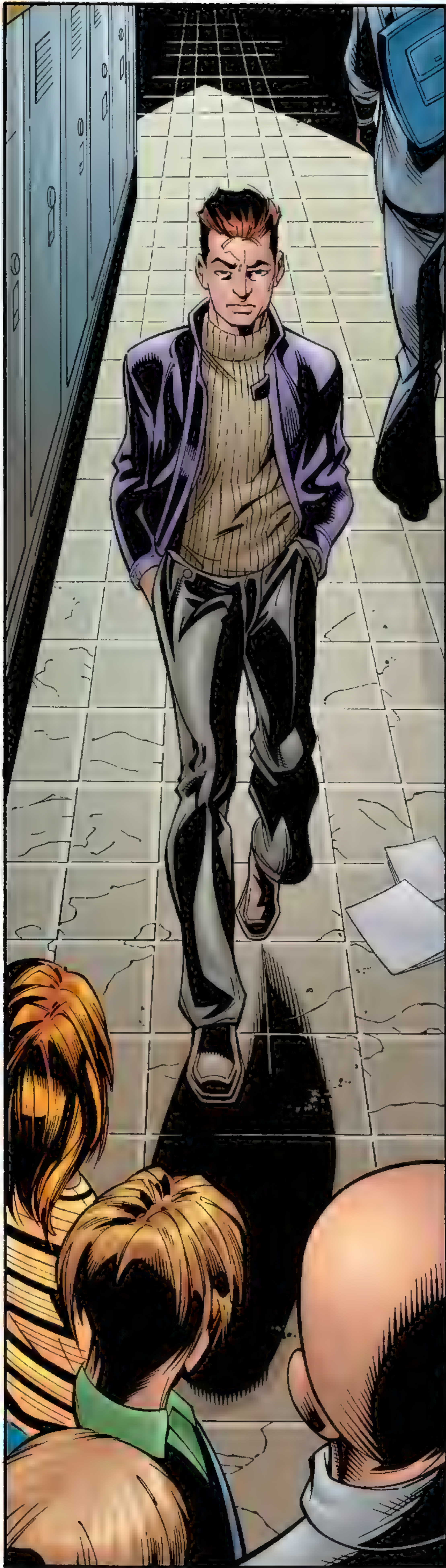


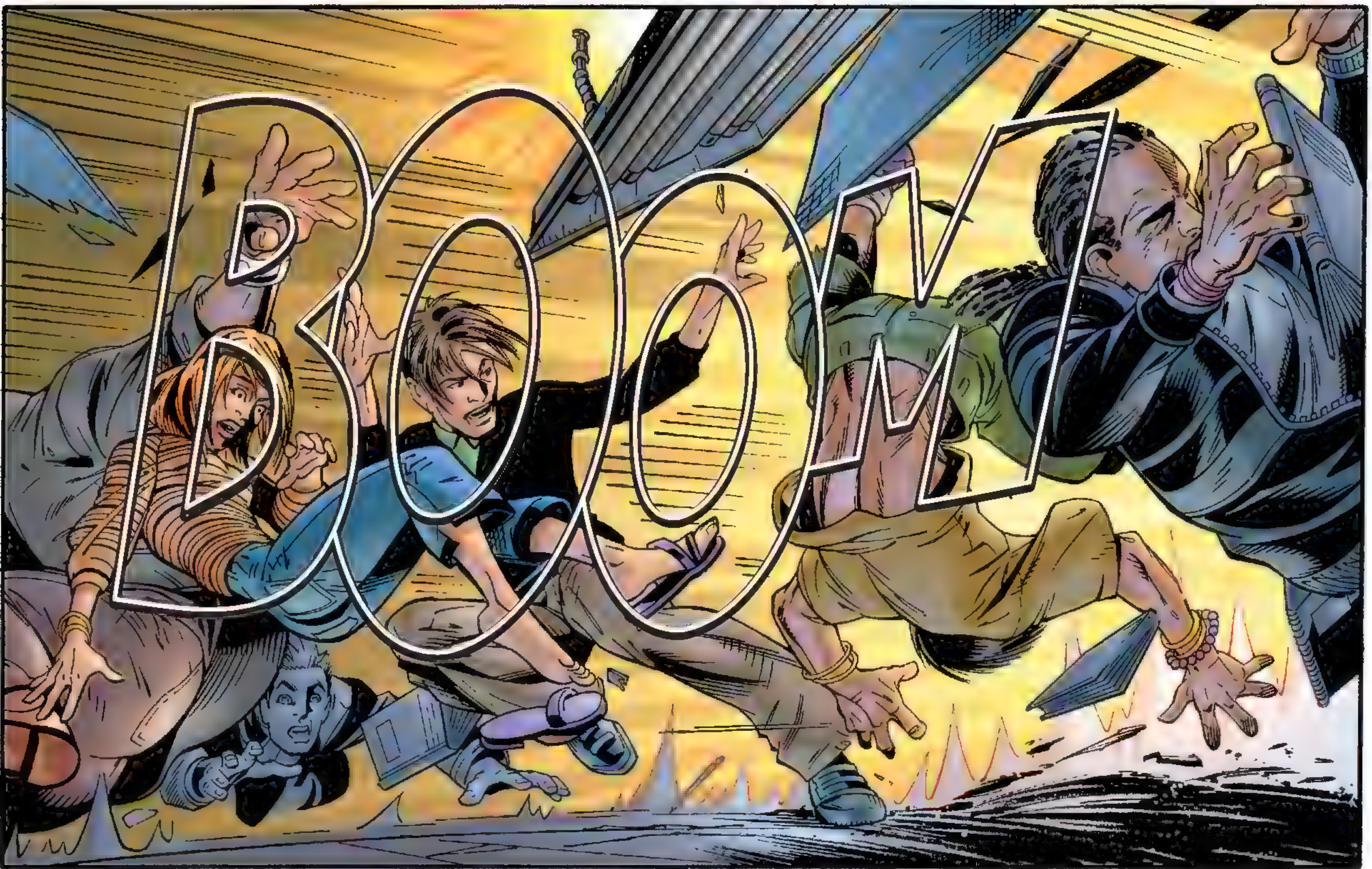
OH
PLEASE,
AUNT
MAY...

I
PROMISE,
I'LL BE
FINE.

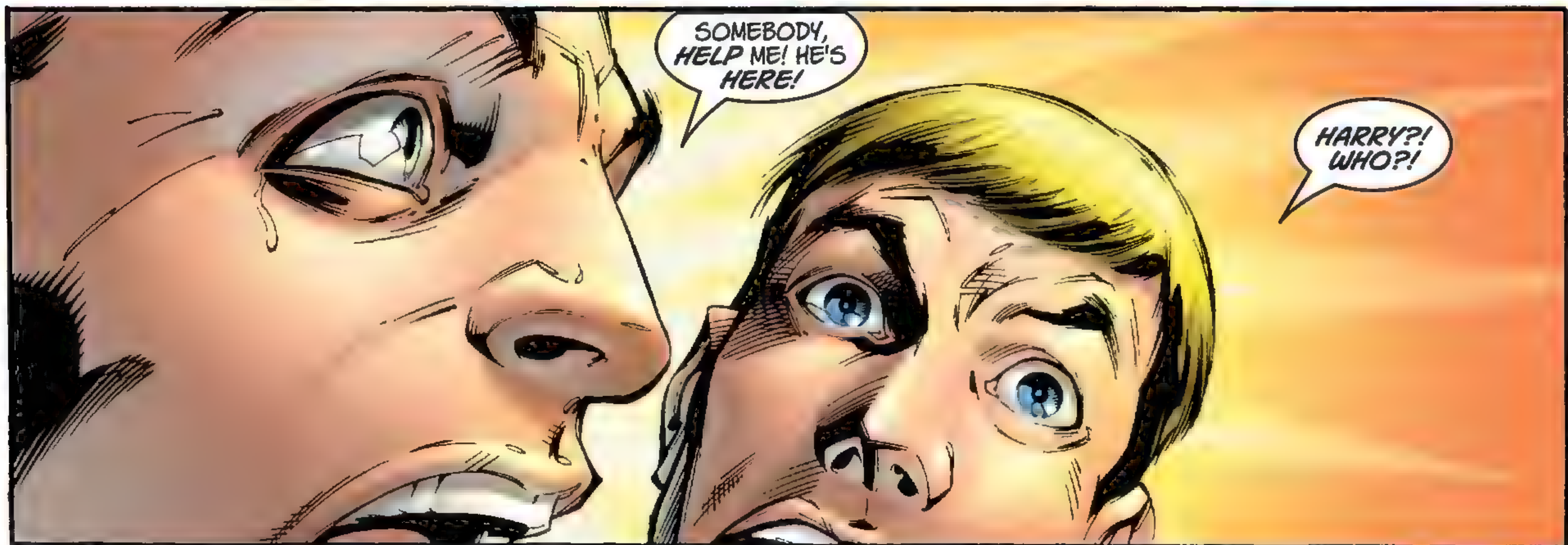








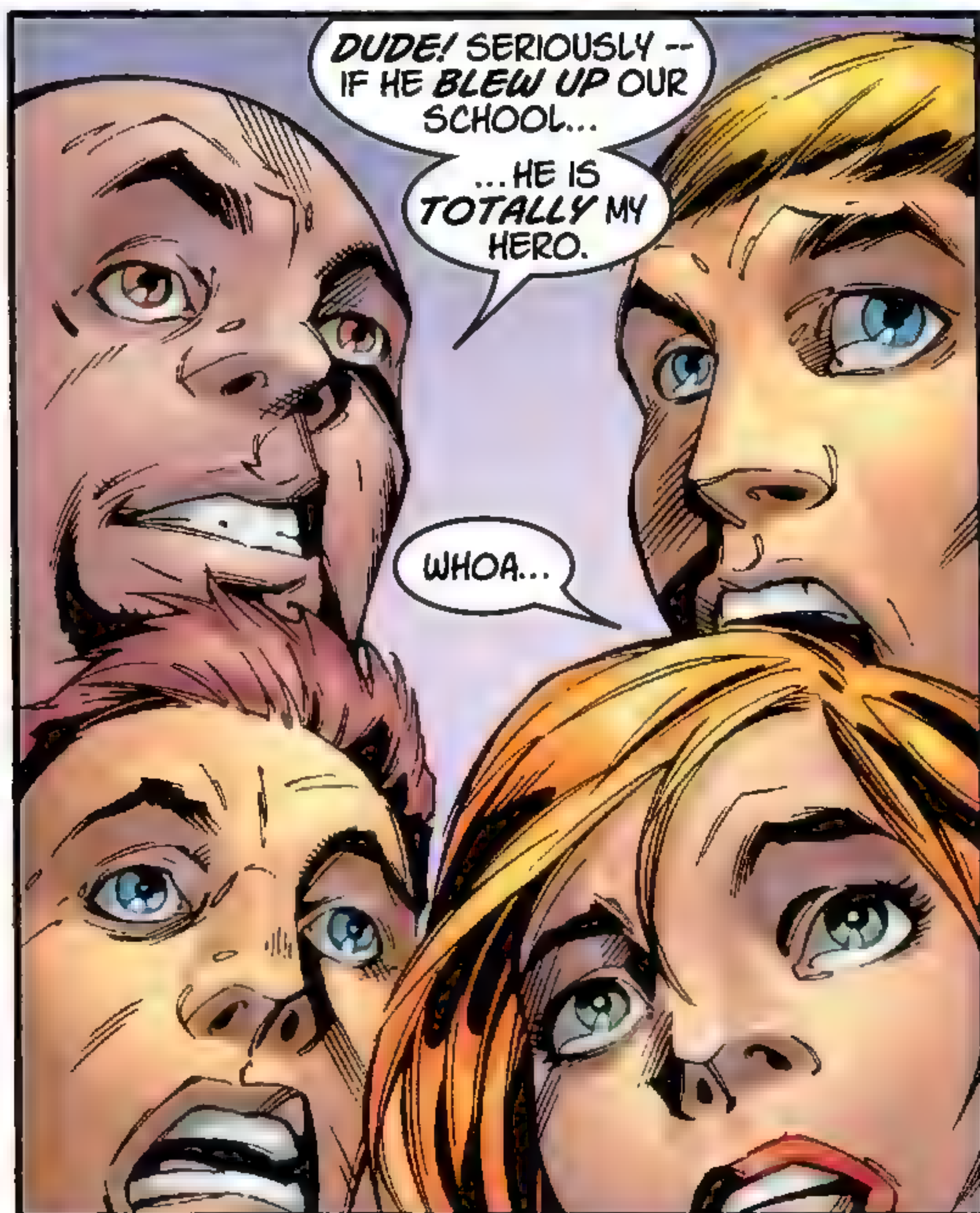






HEADS UP!

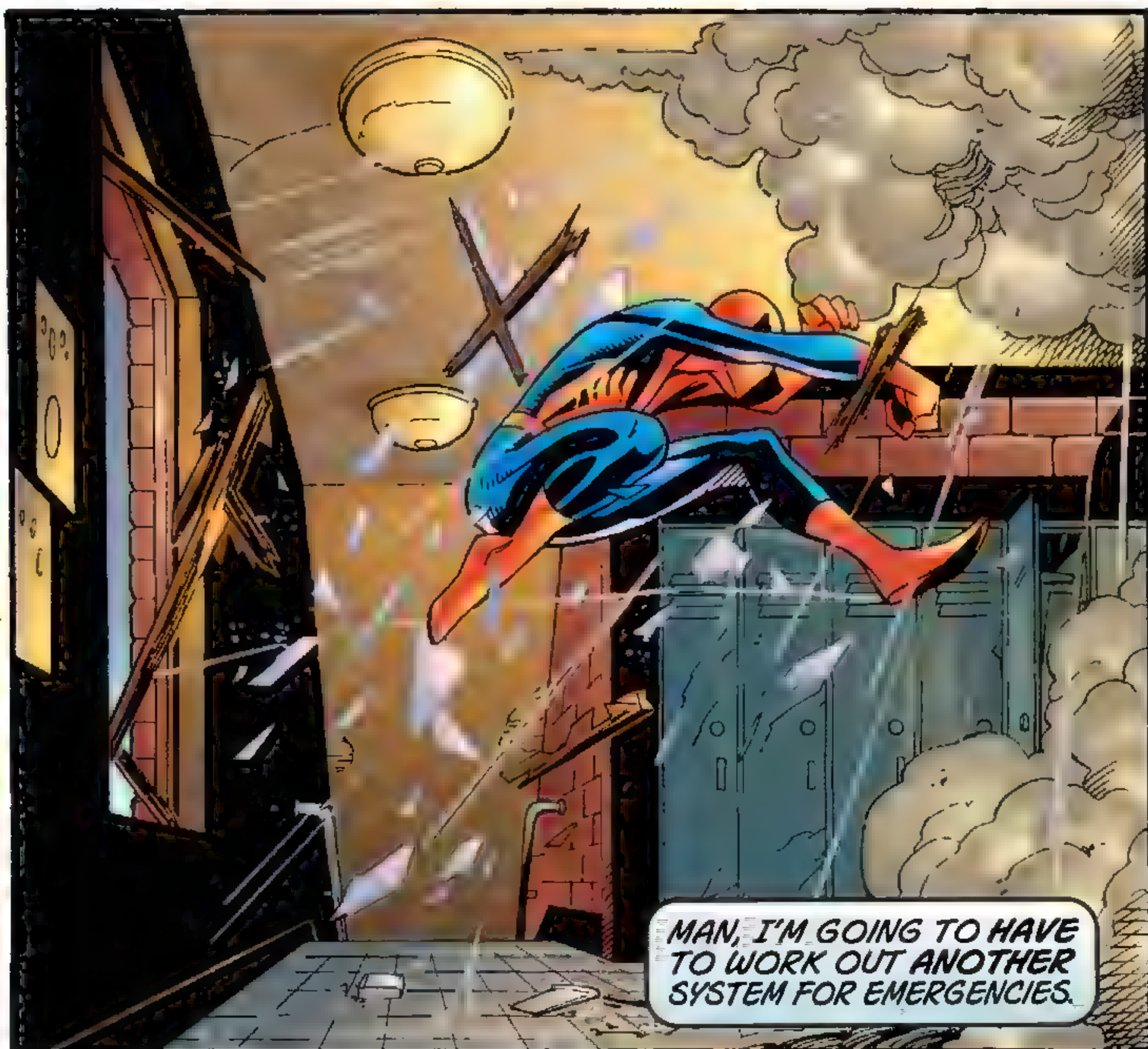
BIG
TIME SUPER
HERO COMIN'
THROUGH!



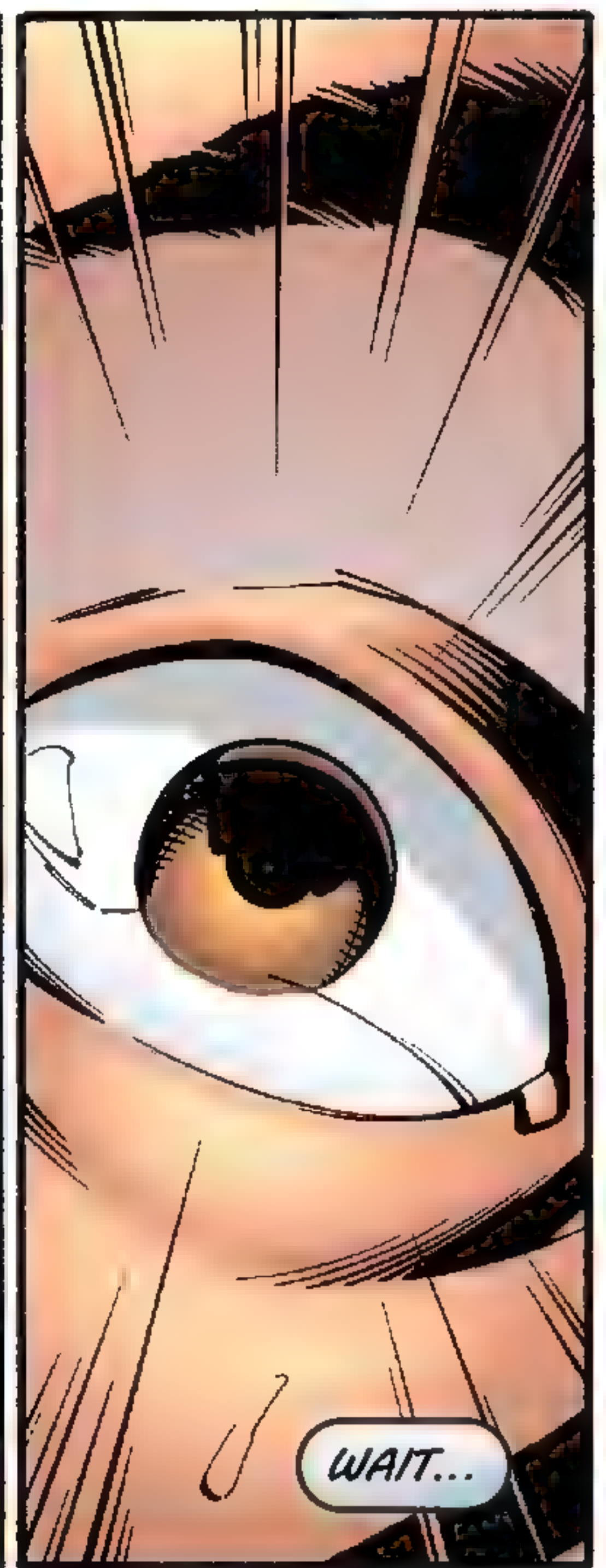
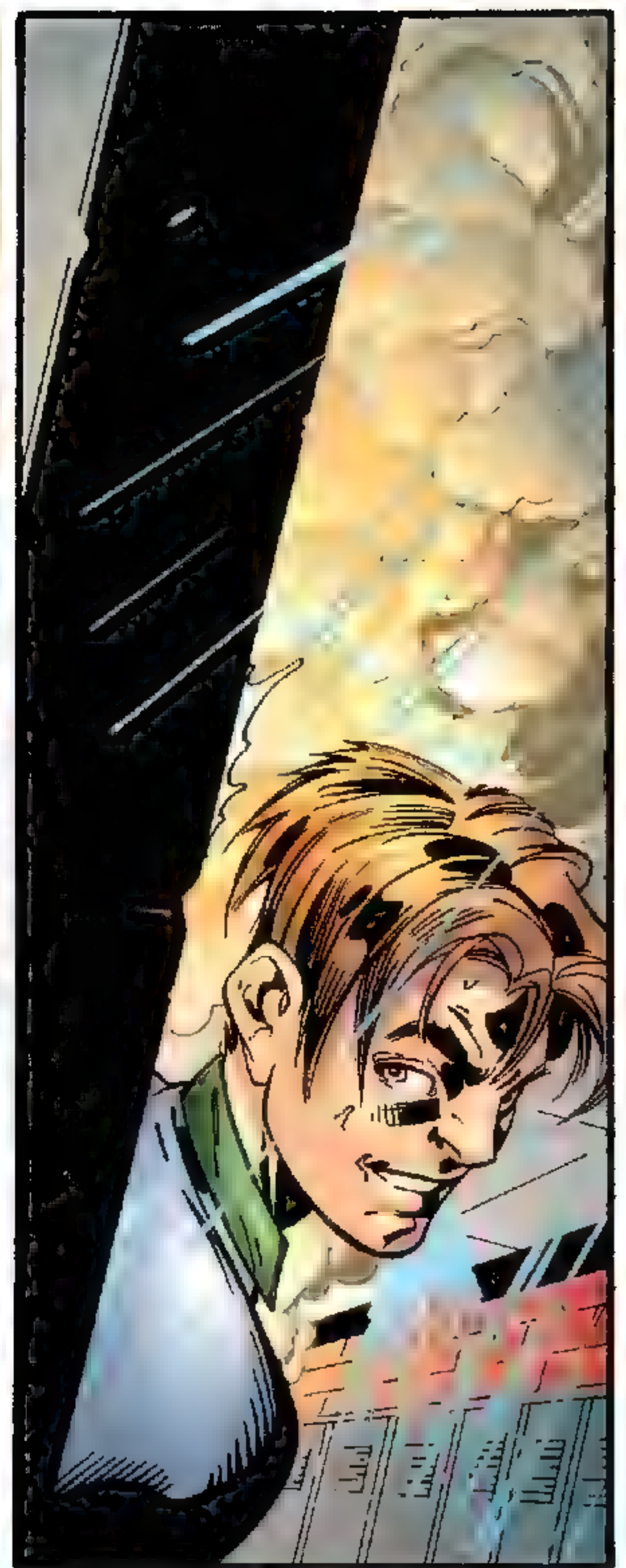
DUDE! SERIOUSLY --
IF HE BLEW UP OUR
SCHOOL...

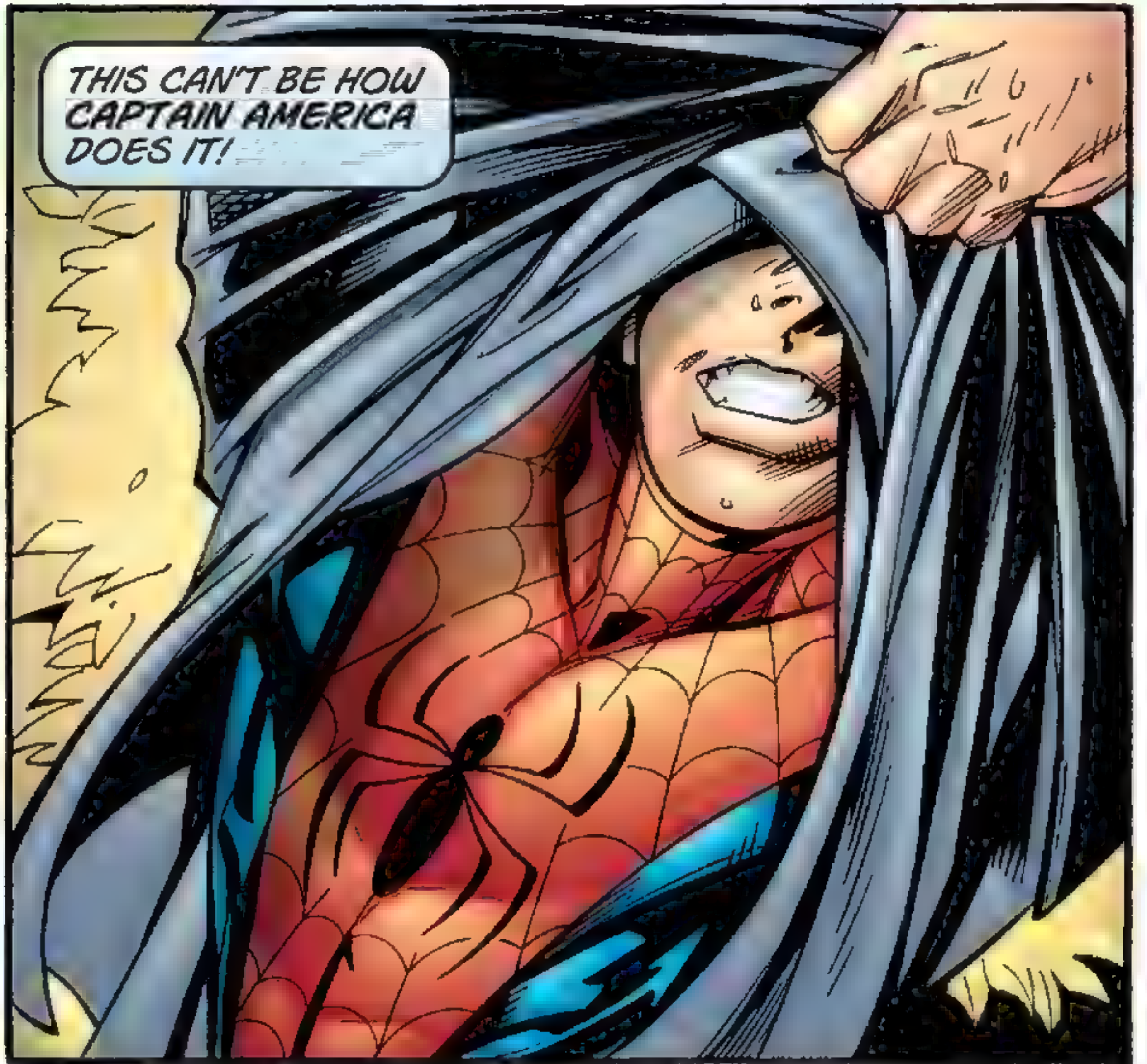
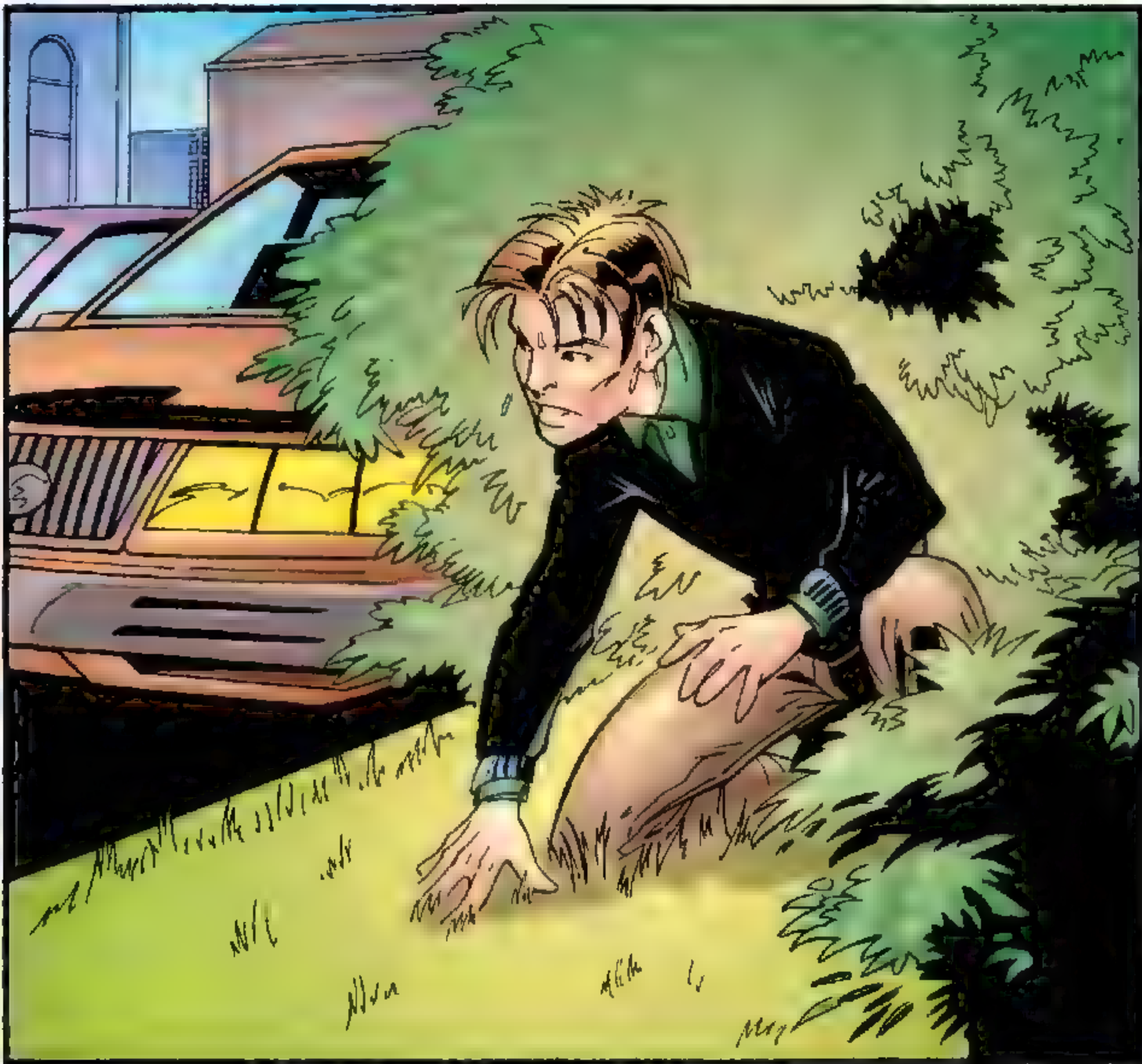
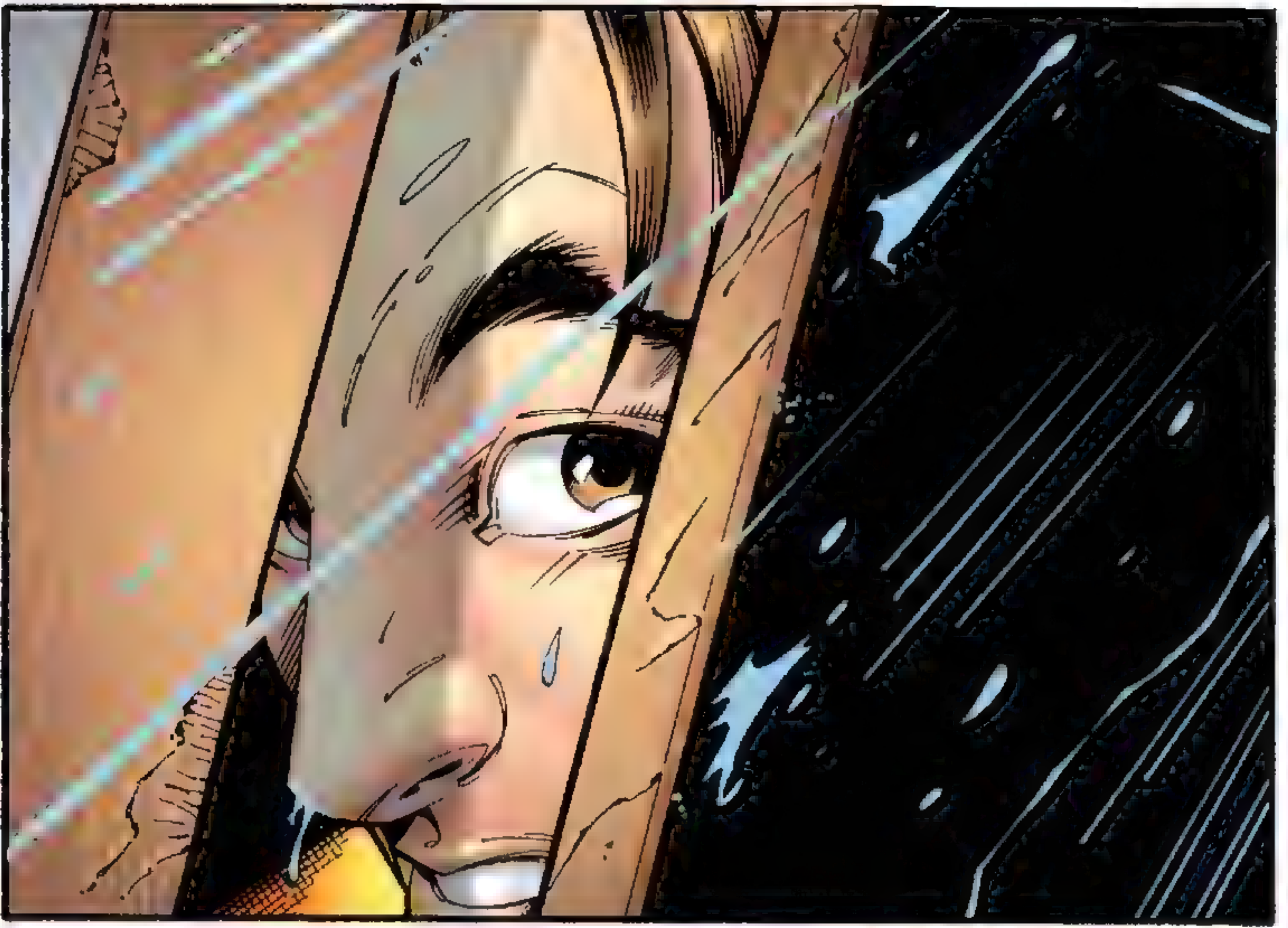
...HE IS
TOTALLY MY
HERO.

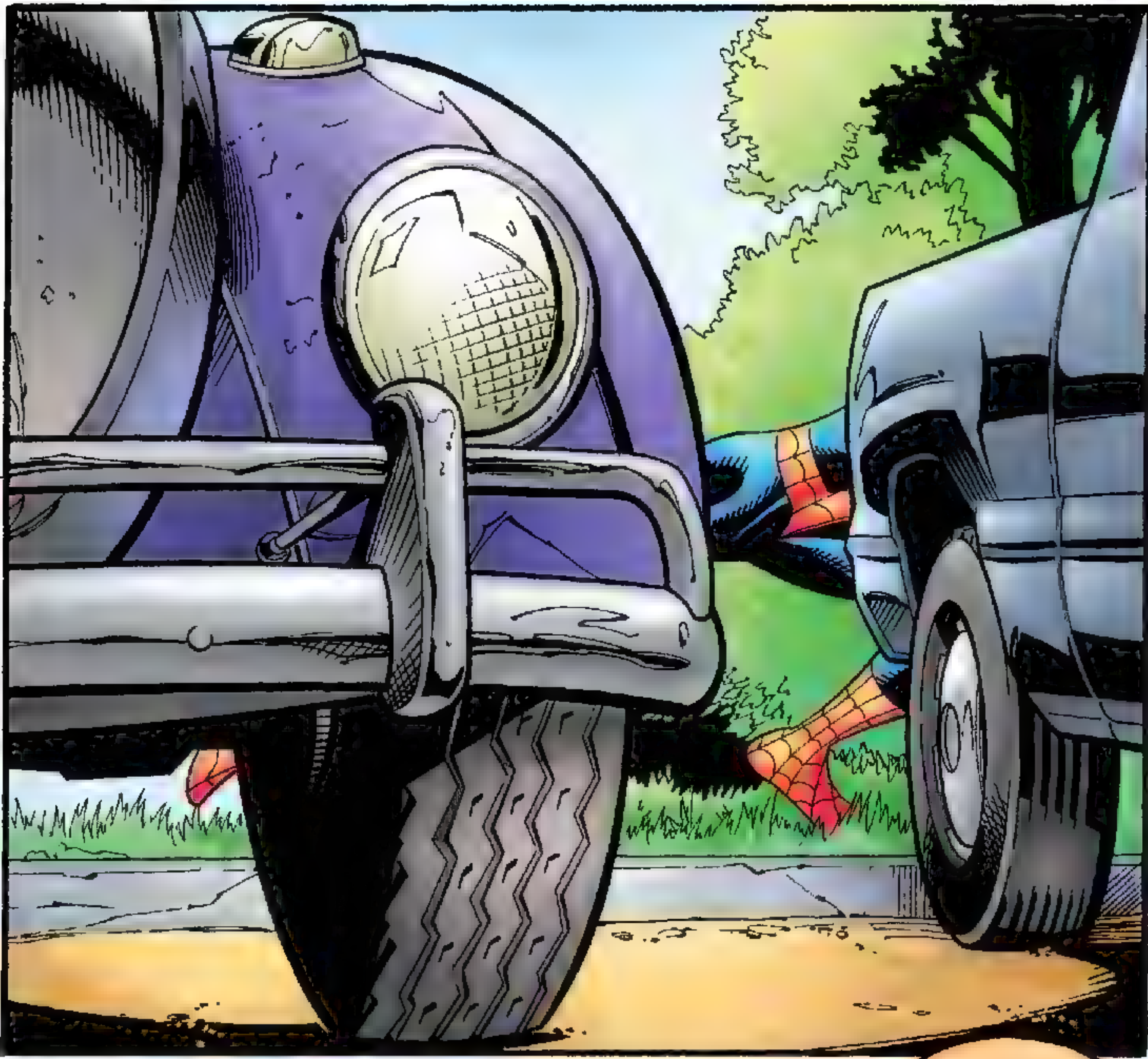
WHOA...

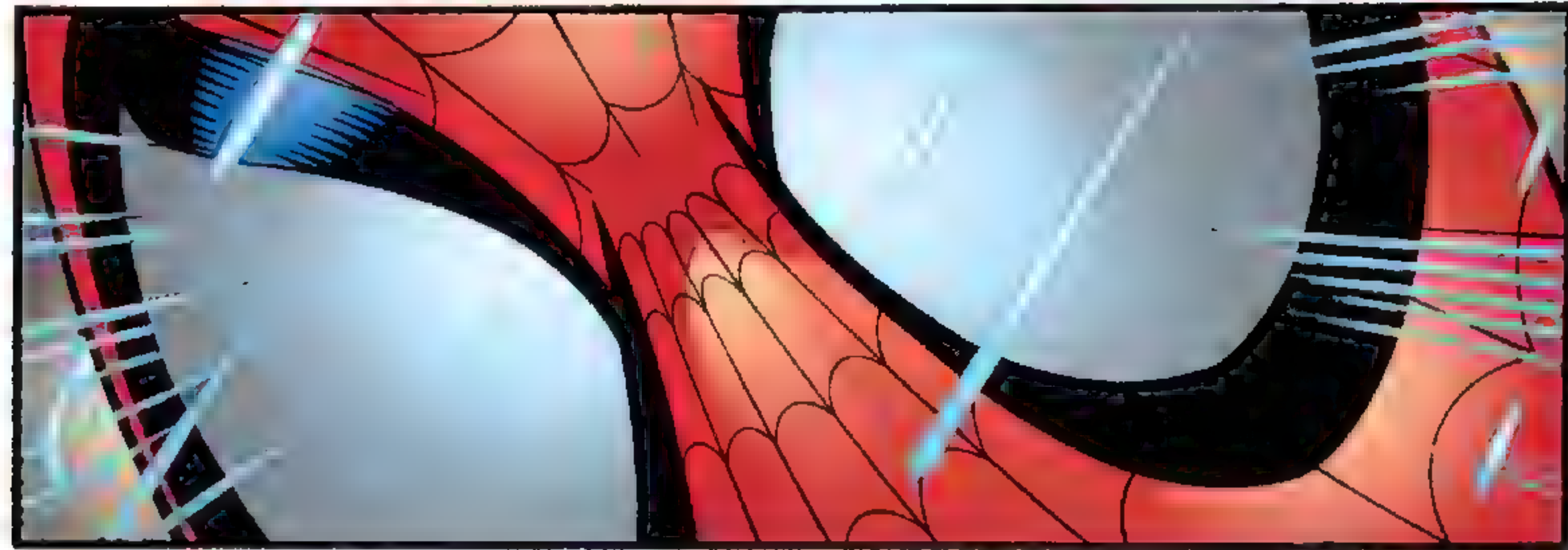
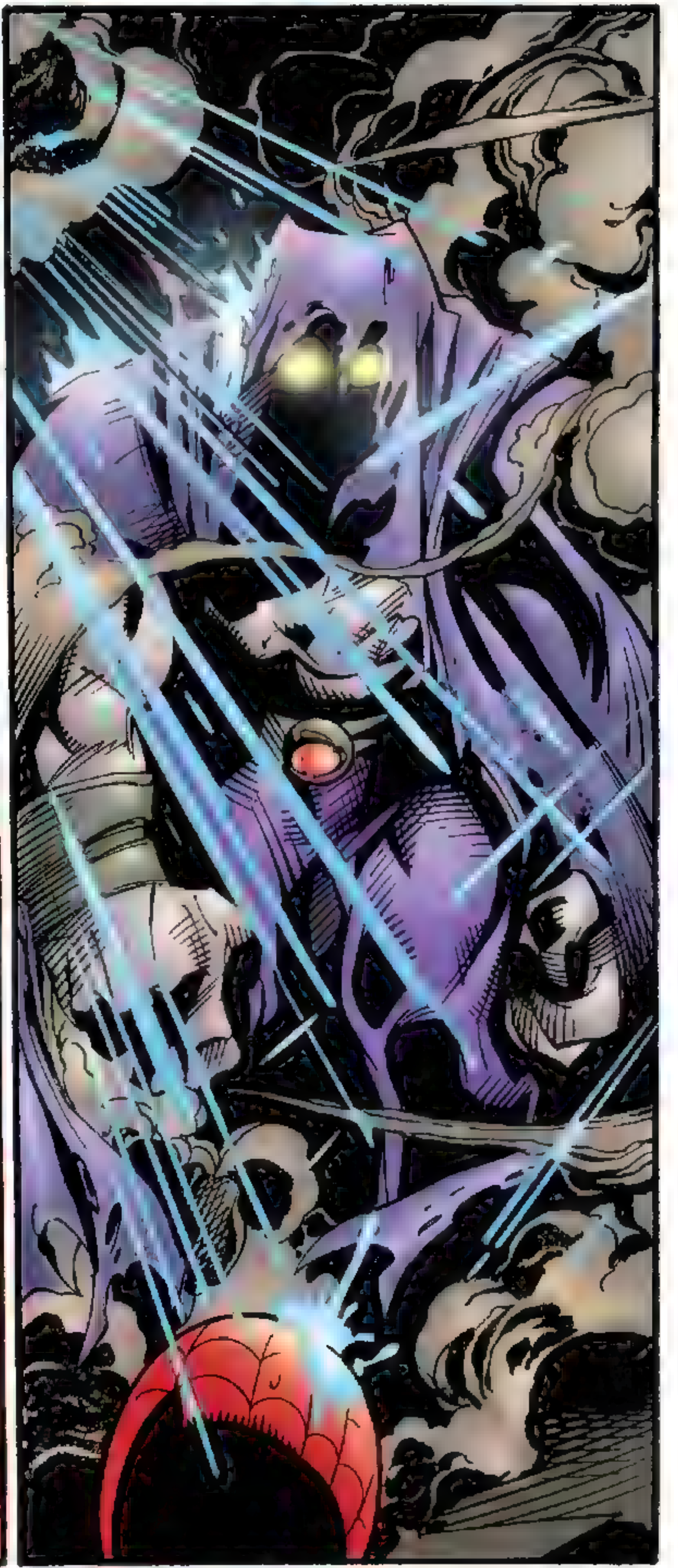
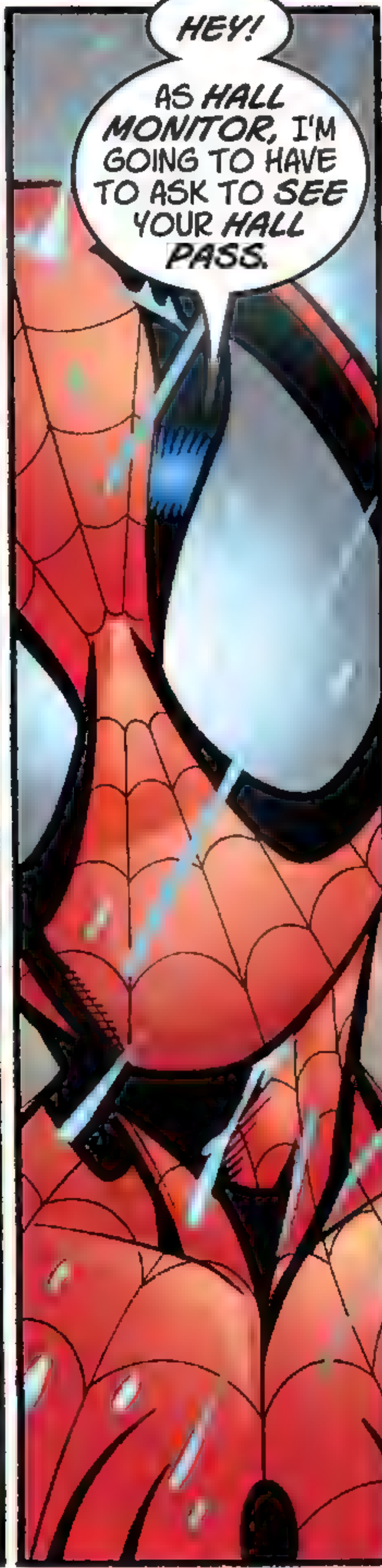
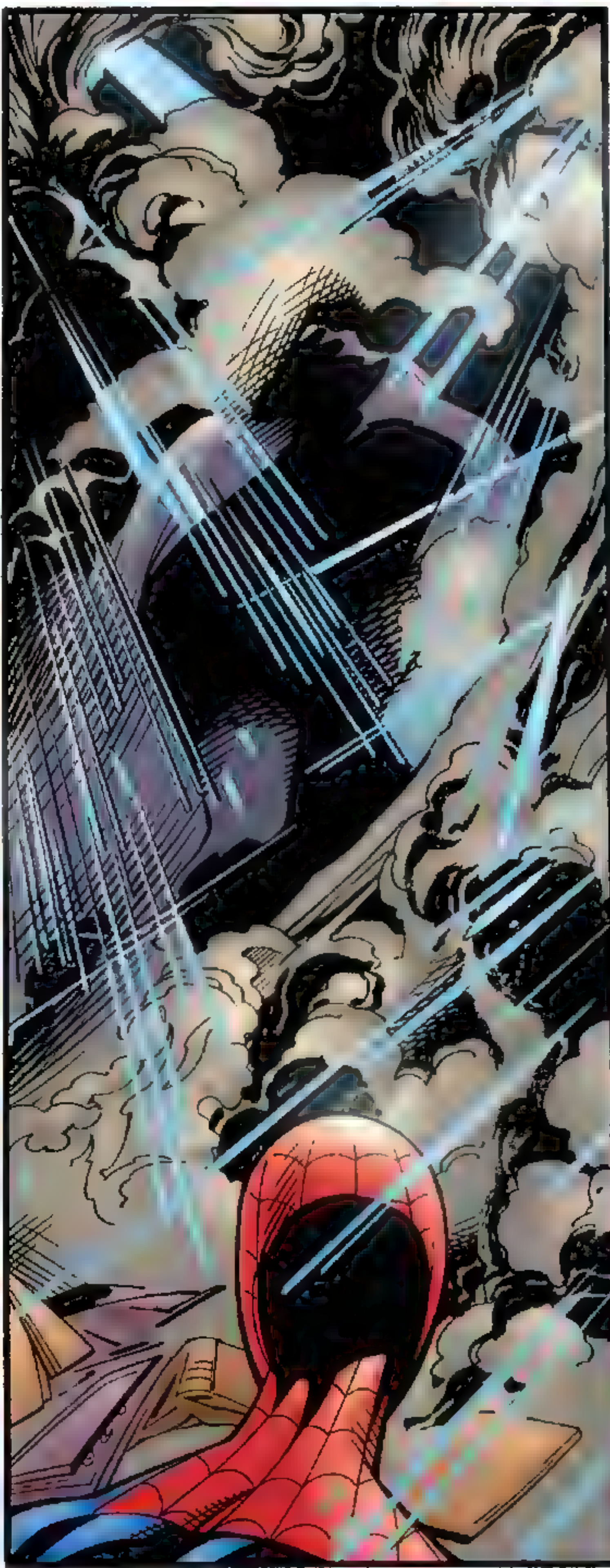
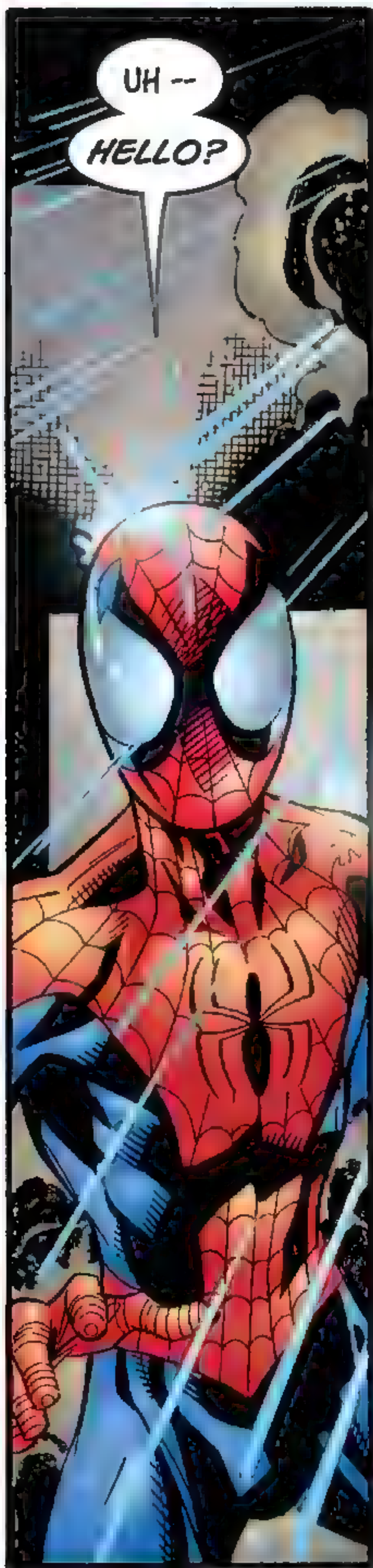
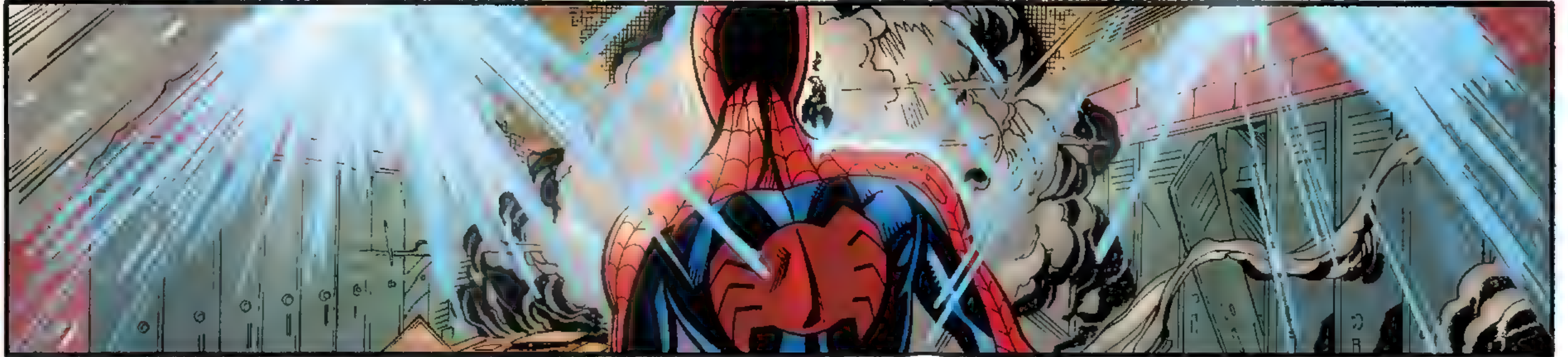


MAN, I'M GOING TO HAVE
TO WORK OUT ANOTHER
SYSTEM FOR EMERGENCIES.

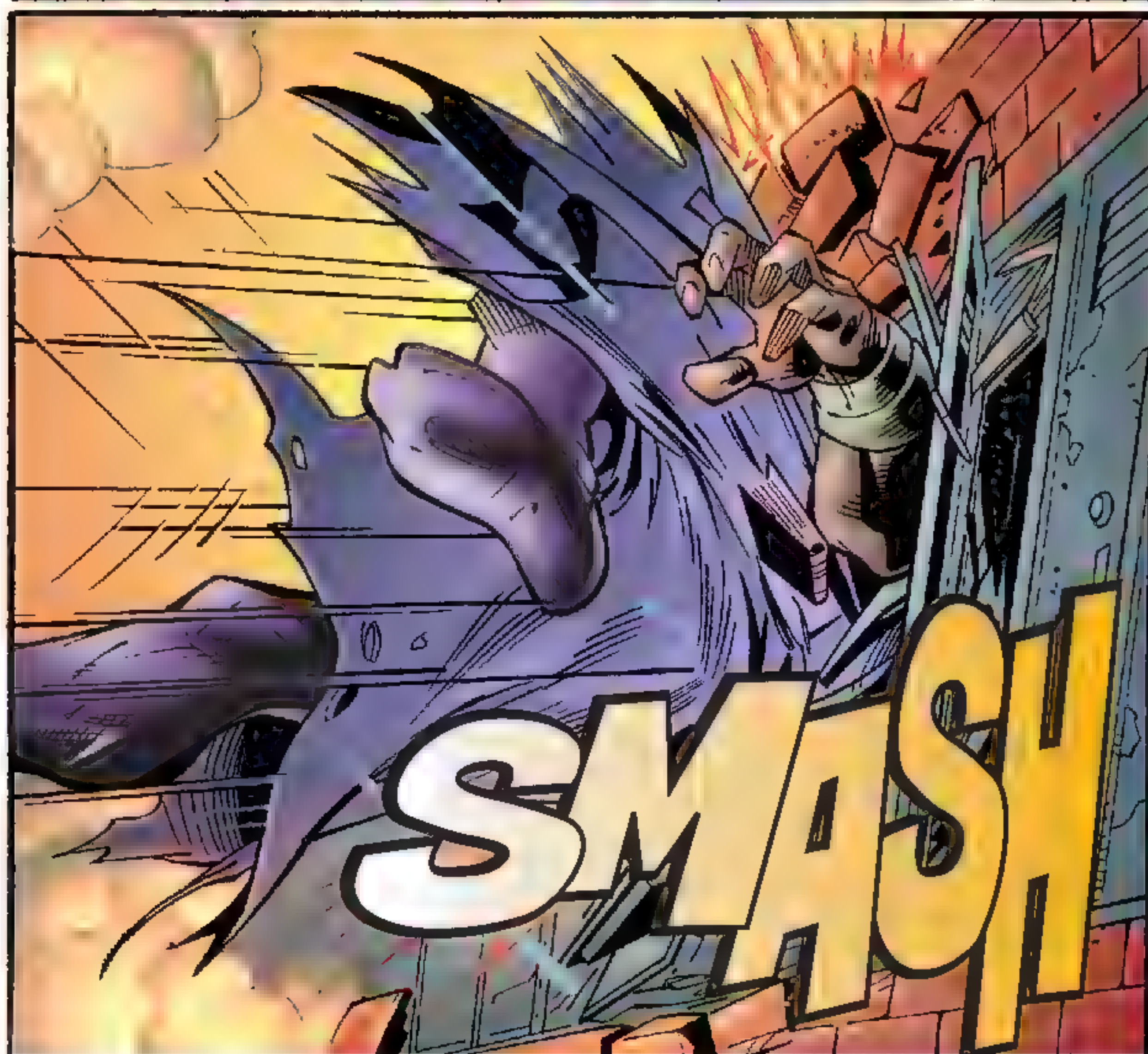
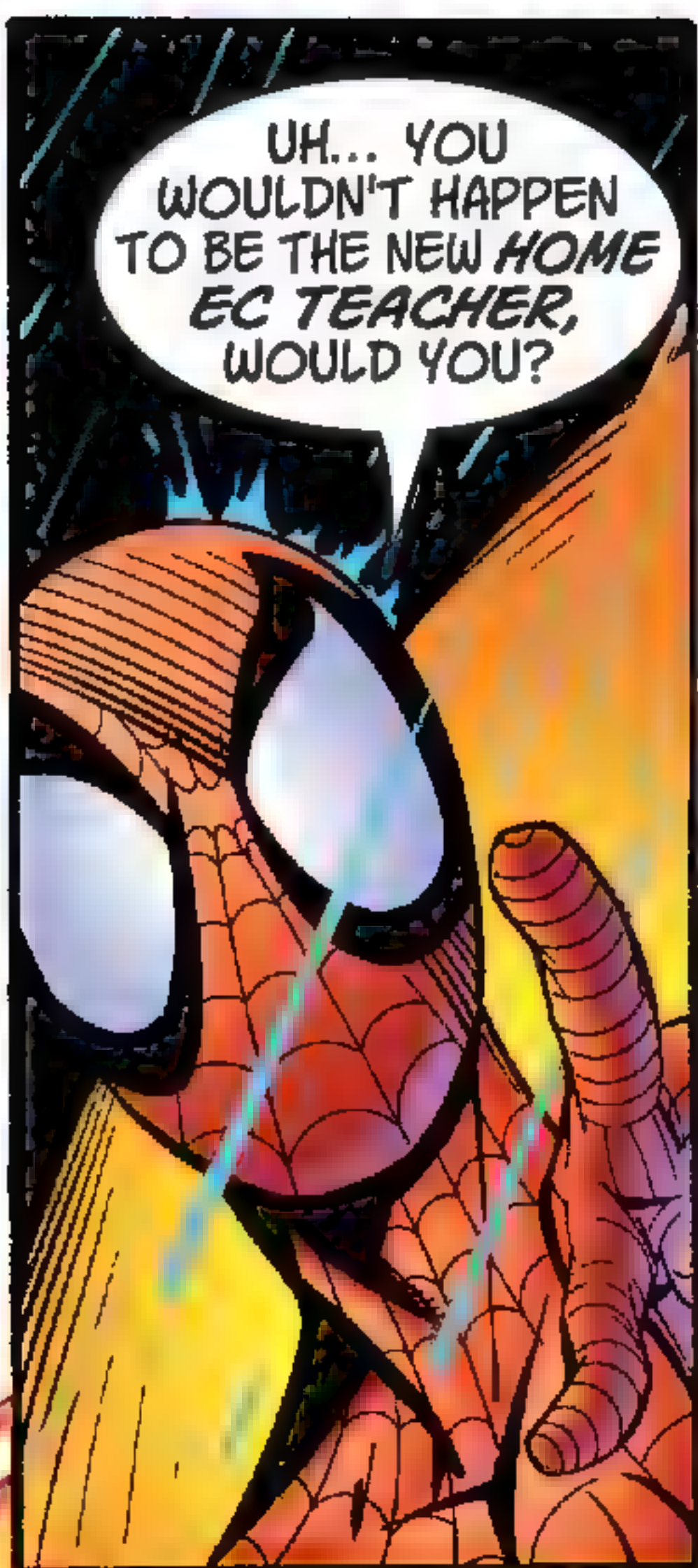










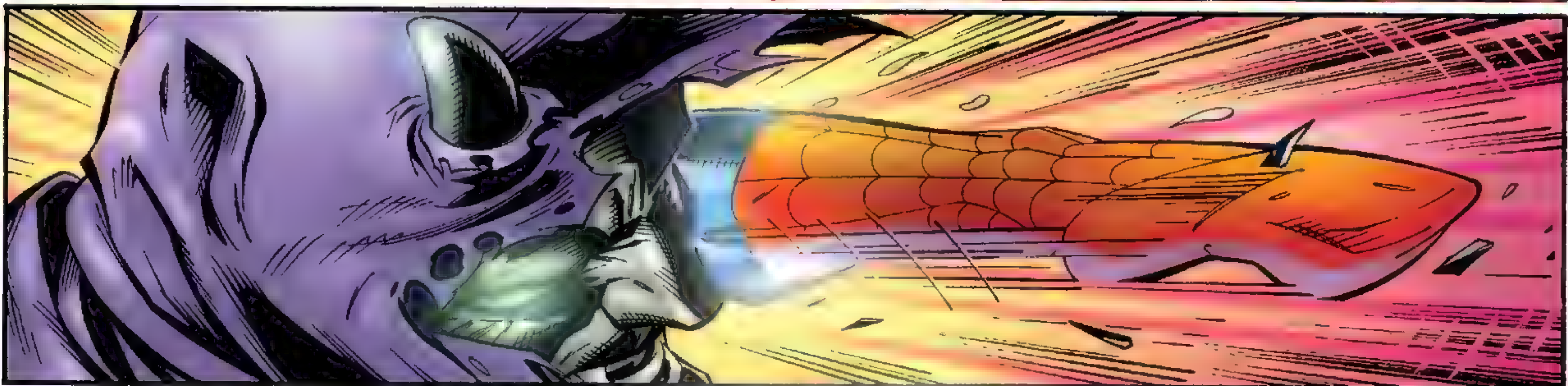




I DON'T
SUPPOSE YOU'D
LIKE TO JUST
TELL ME WHAT
THE PROBLEM
IS?

WHOOPS!

ALL RIGHT,
ENOUGH
OF THIS...



I HATE
THE FOOD HERE
TOO...
... BUT YOU
HAVE TO LEARN TO
WORK WITHIN THE
SYSTEM.

I DON'T KNOW WHAT
THIS THING IS EXACTLY,
BUT I GOTTA GET IT
OUT OF THE SCHOOL
AND AWAY FROM
EVERYONE.

GOTTA KEEP THIS
PLACE IN ONE PIECE.
GOTTA KEEP EVERY-
ONE SAFE.



DUDE,
SERIOUSLY...

... THIS IS
MIGHTY LOW --
TO TRASH A
SCHOOL LIKE
THIS.



THAT'S
JUST LOW.

THAT'S
LIKE A NOTCH
BELOW FILM
PRODUCER.



AND I FEEL
WE ARE CLOSE
ENOUGH NOW THAT OUR
FRIENDSHIP CAN HANDLE ME
TELLING YOU THAT YOU
ARE NOT EXACTLY
FRESH AS A
DAISY.

RYYYRR!



I GOTTA GET HIM
OUTTA HERE AND NOW!

HEY,
YOU WANNA
JUST GET A CUP
OF COFFEE AND
TALK ABOUT WHAT-
EVER'S UP YOUR
BUTT?

COME
ON, I'M
BUYING.



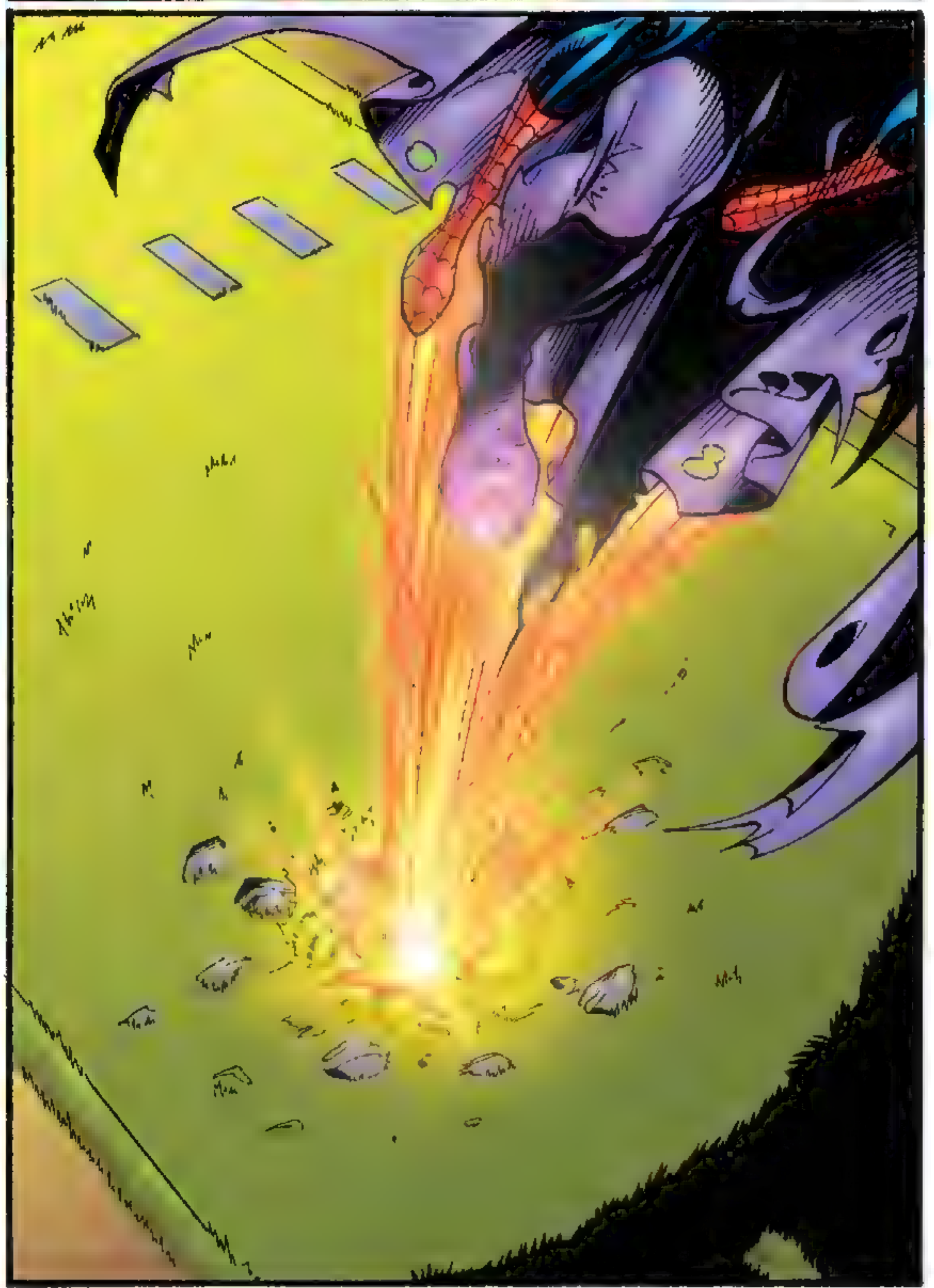
I, FOR
ONE, ALWAYS
FEEL BETTER
WHEN I TALK
THINGS...

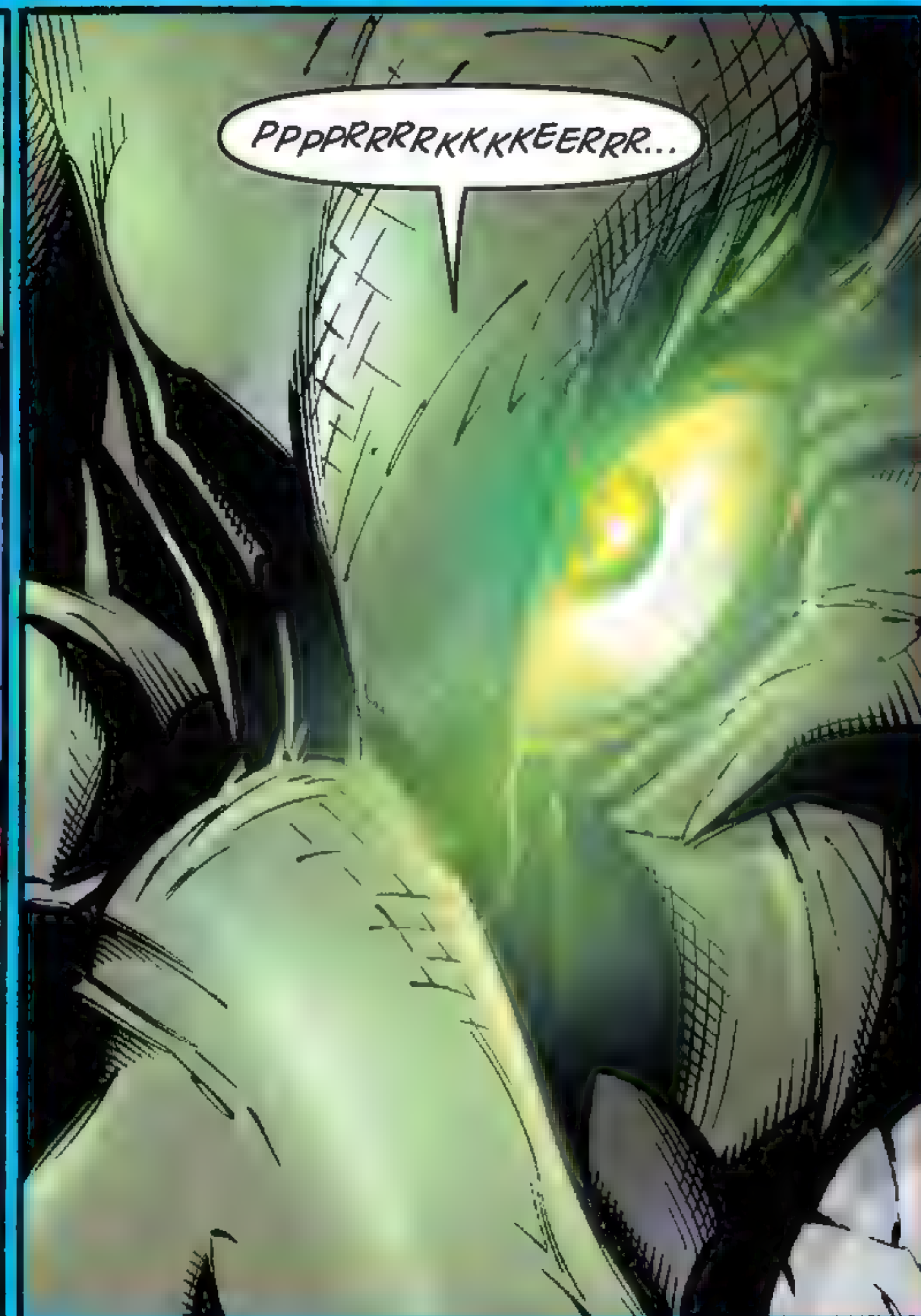
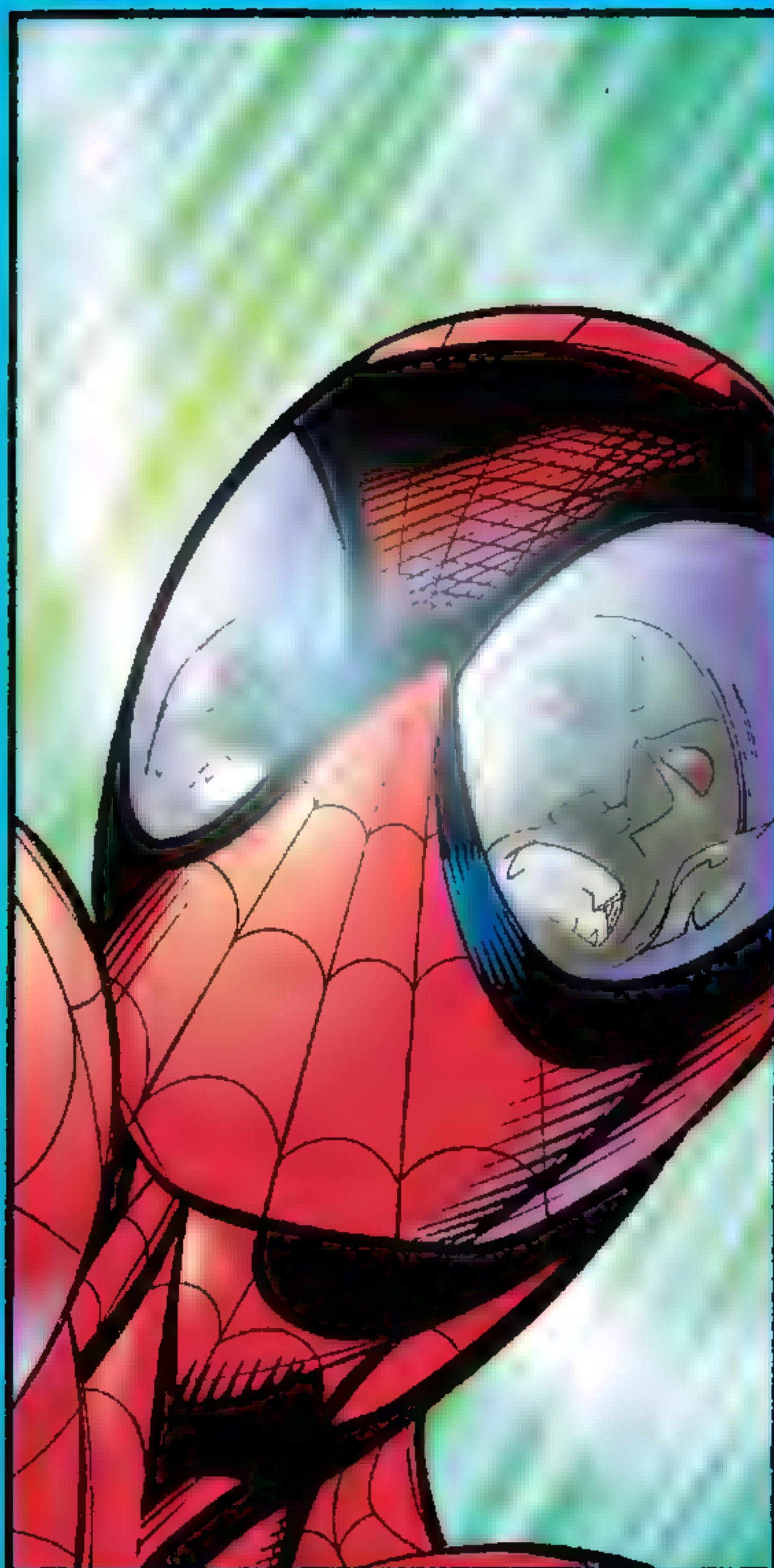
UH-OH...

I'M GETTING THAT
TINGLE ON THE BACK
OF MY NECK AGAIN...

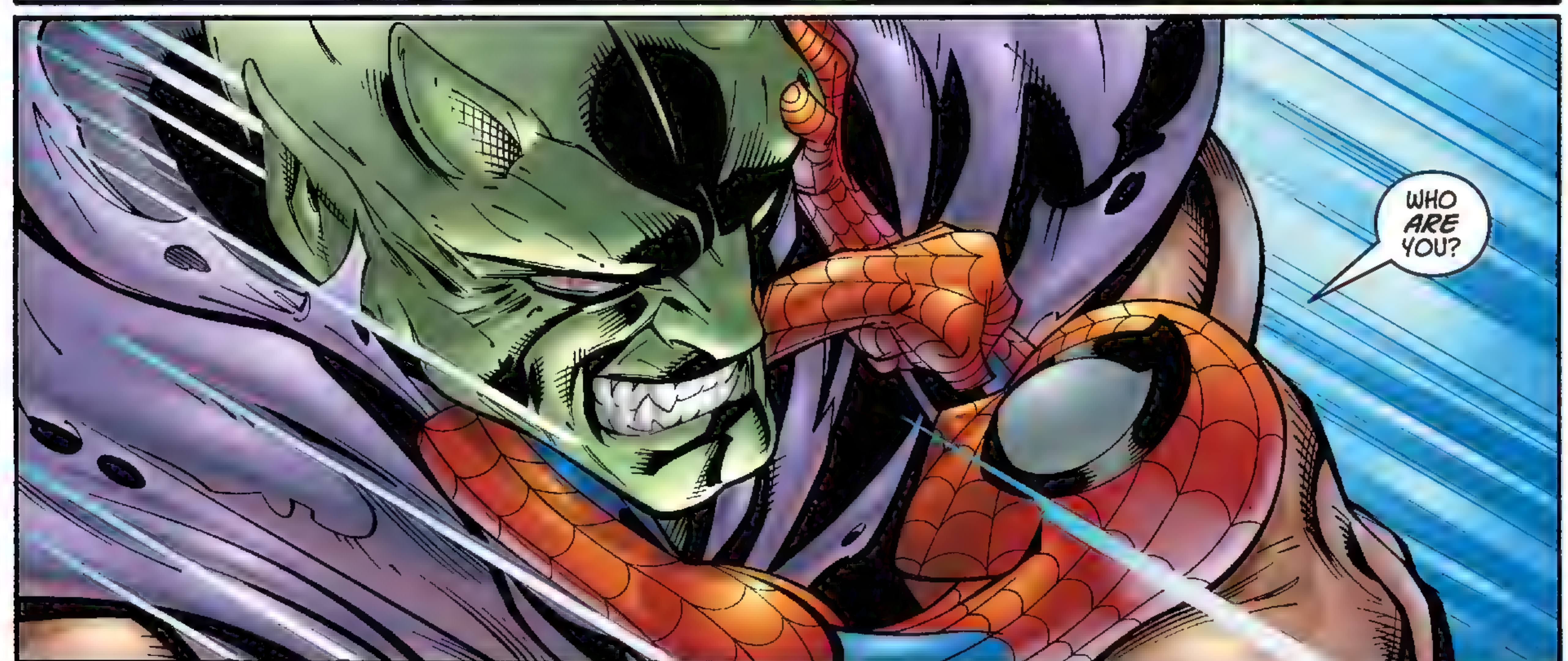
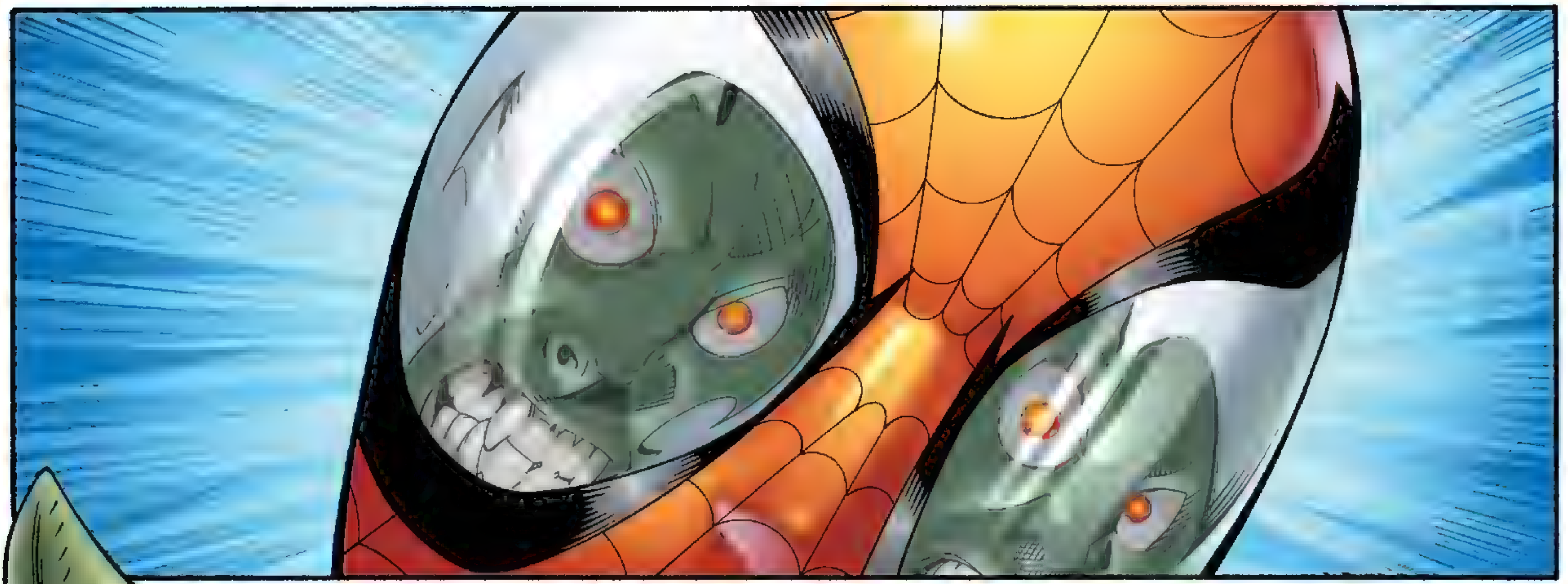


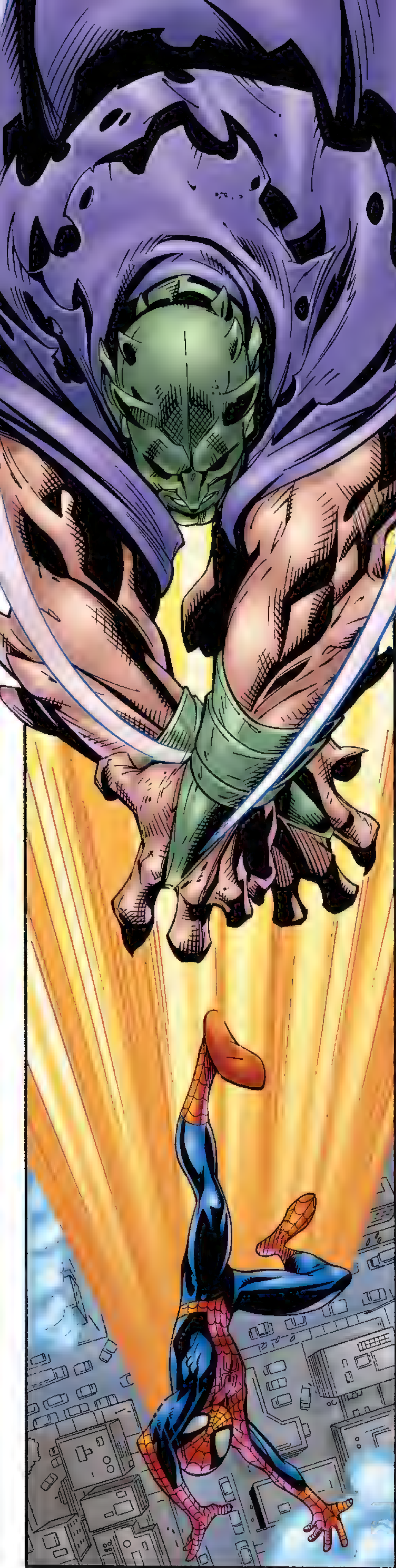
TOO LATE.











I CAN'T -- I CAN'T BELIEVE THIS. I CAN'T BELIEVE THIS IS HAPPENING TO ME. THIS -- THIS IS --



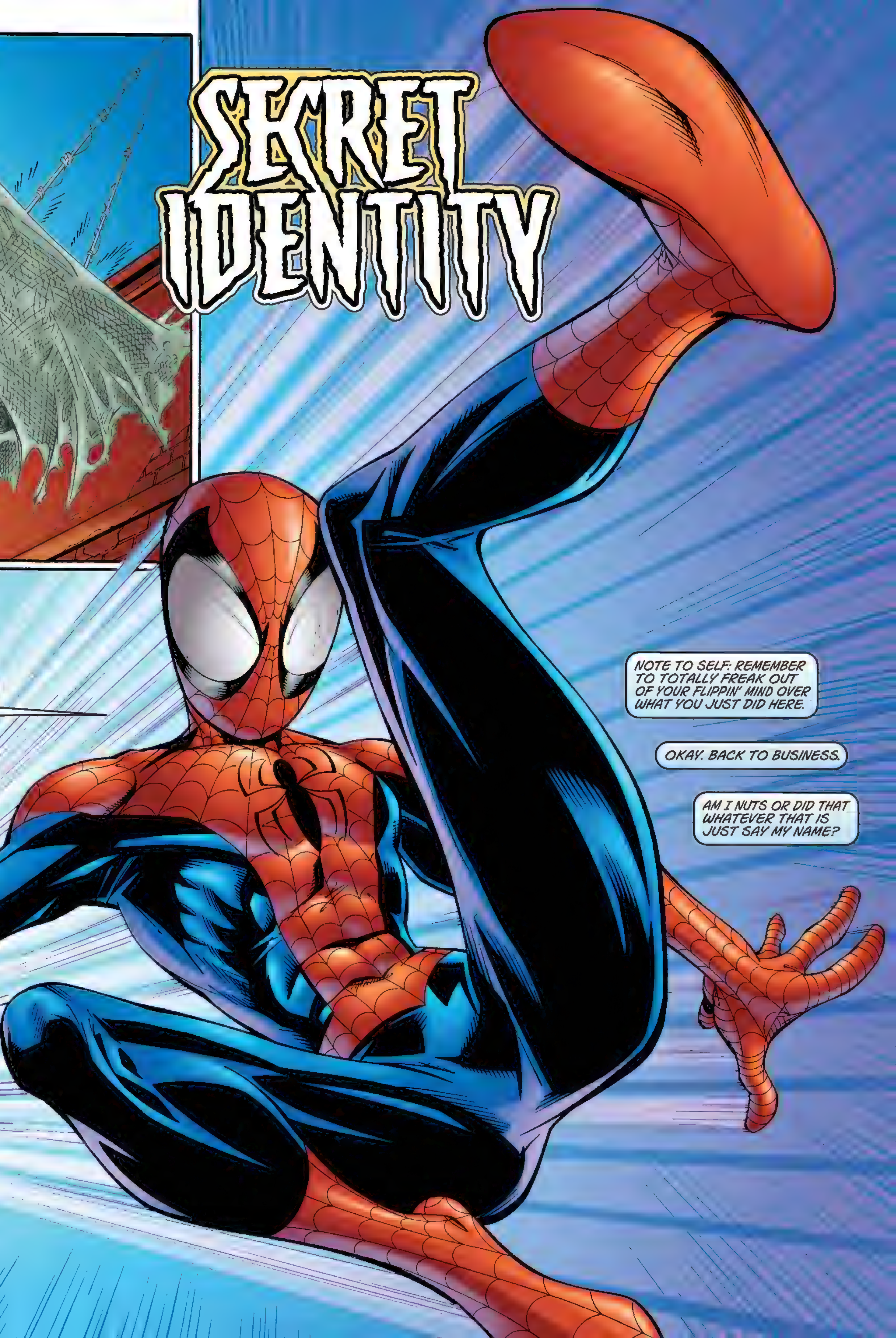
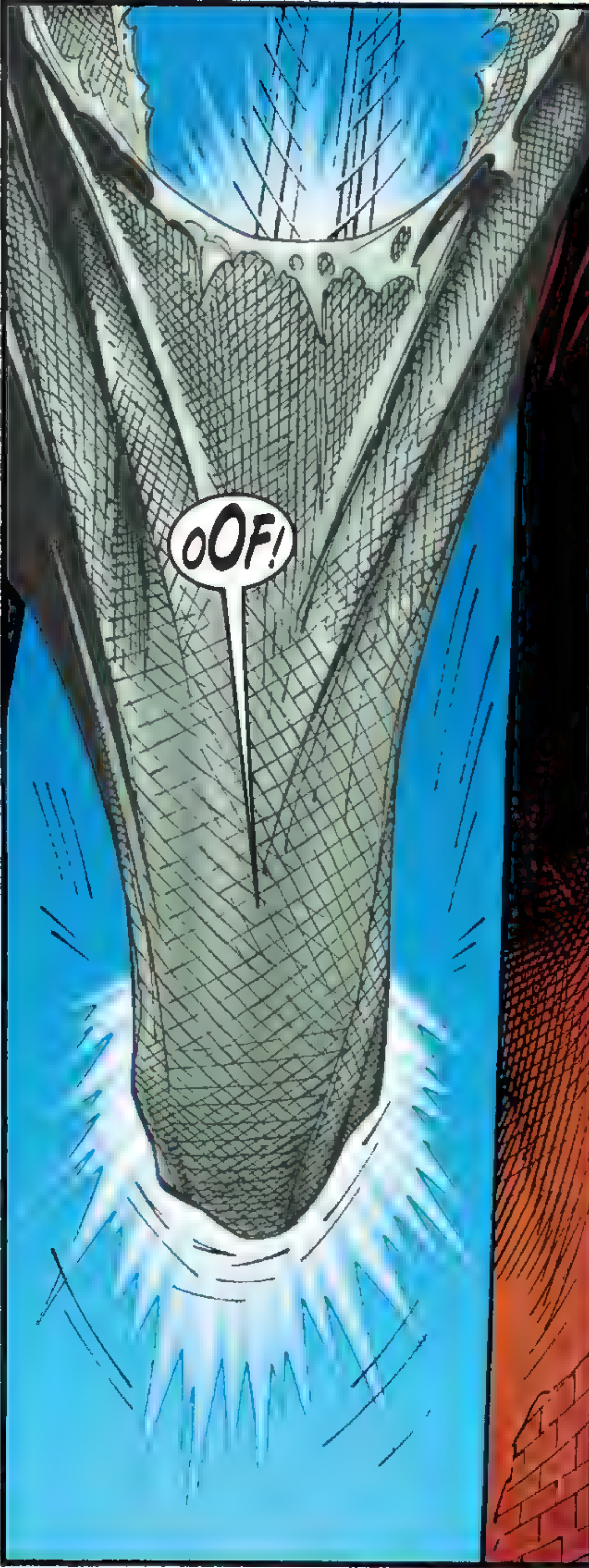
I DON'T KNOW WHAT TO DO.

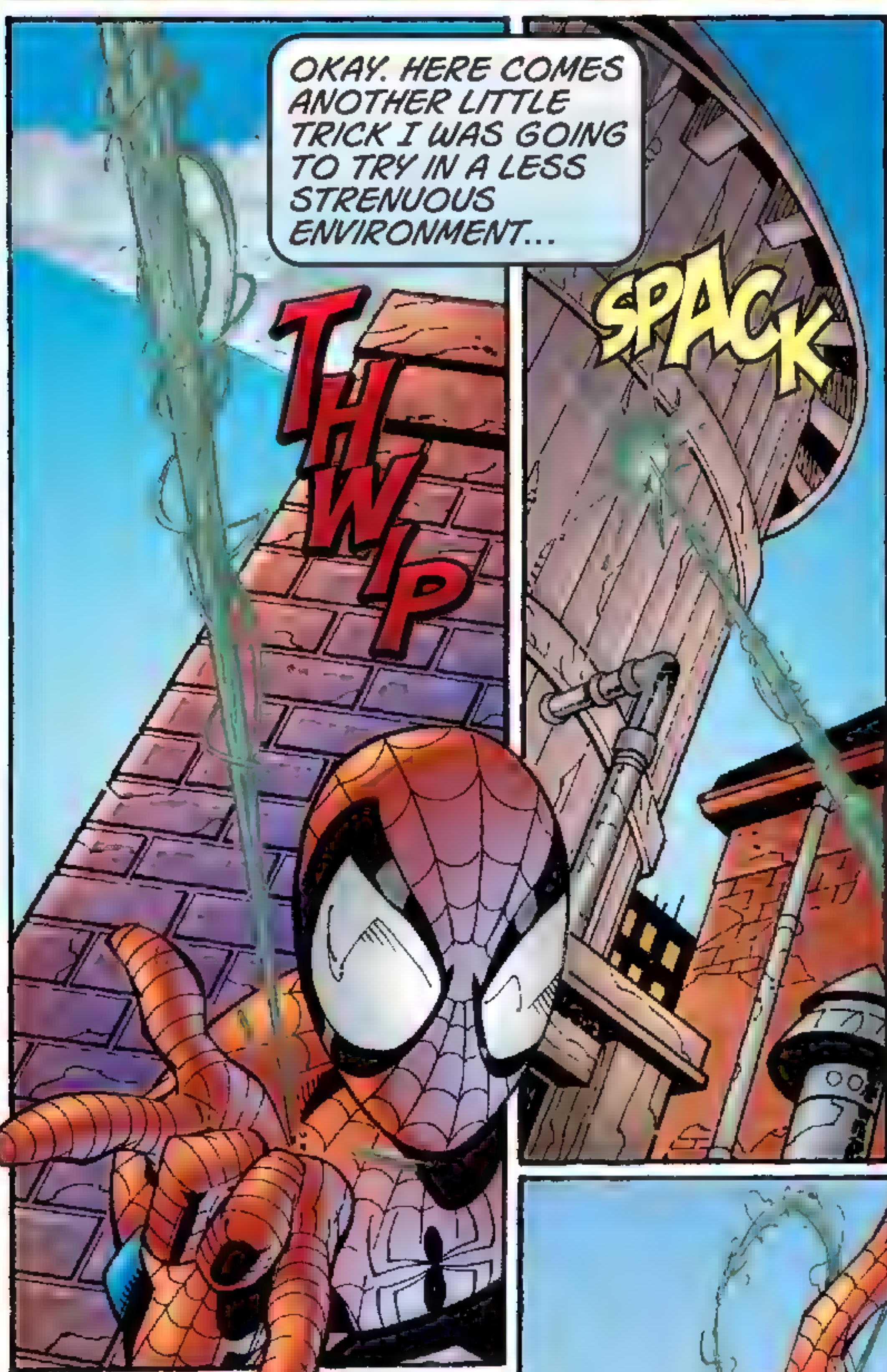
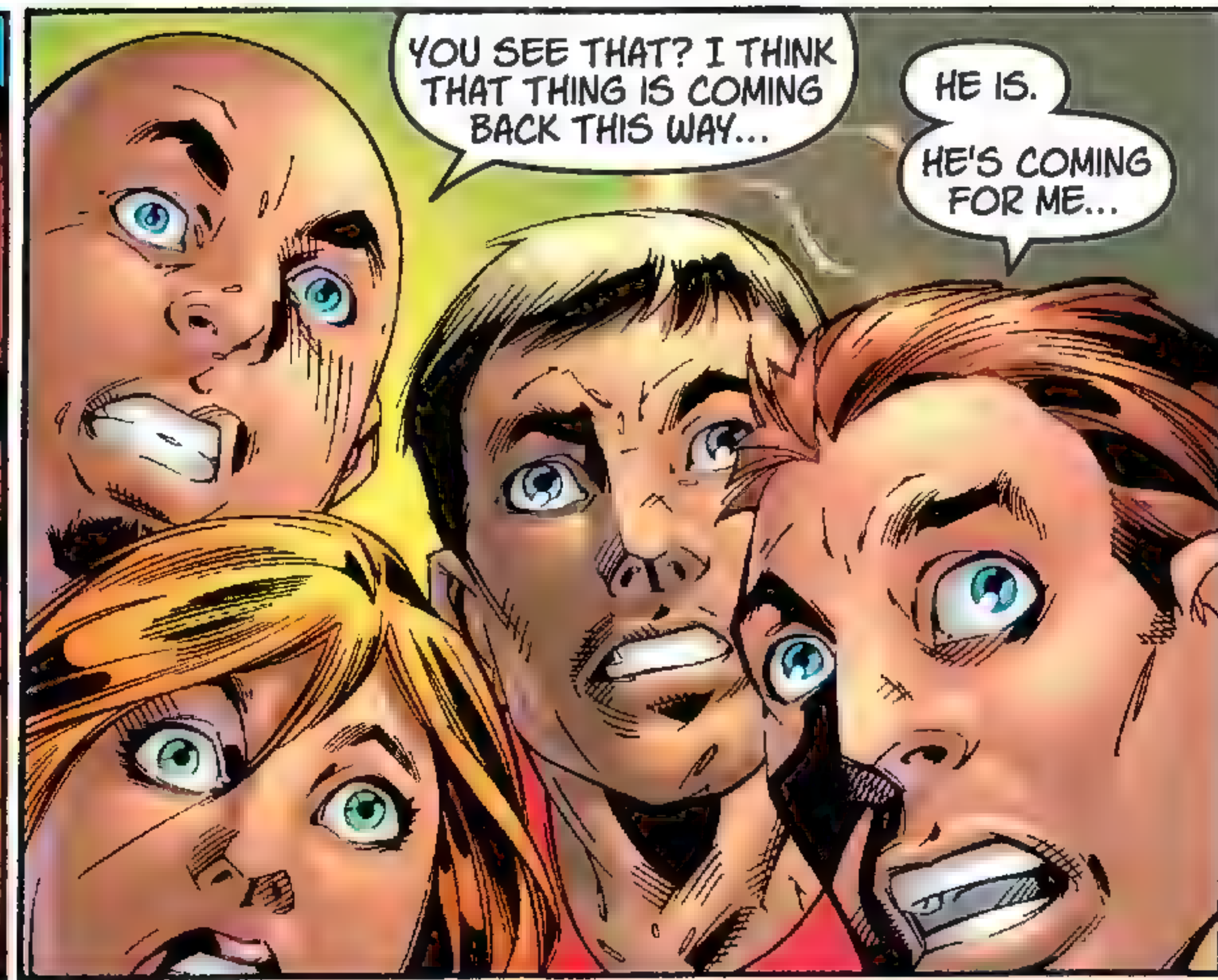
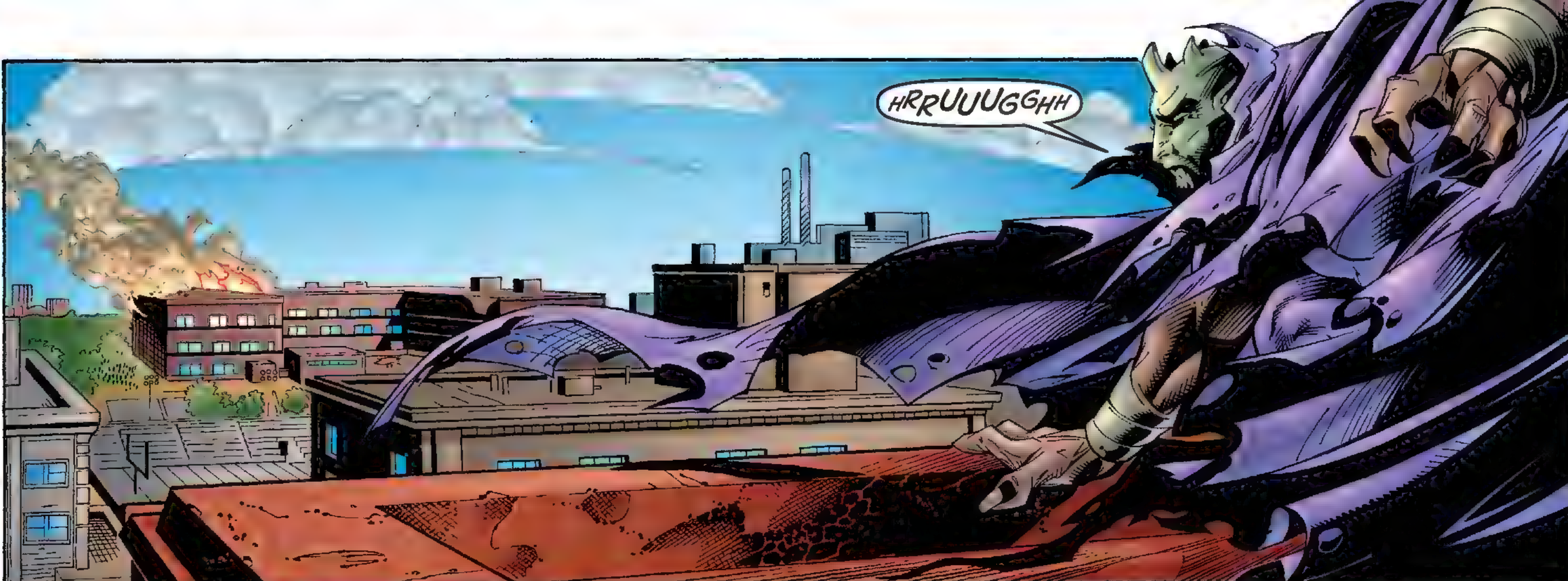
I CAN'T JUST DIE LIKE THIS. I -- WAIT...

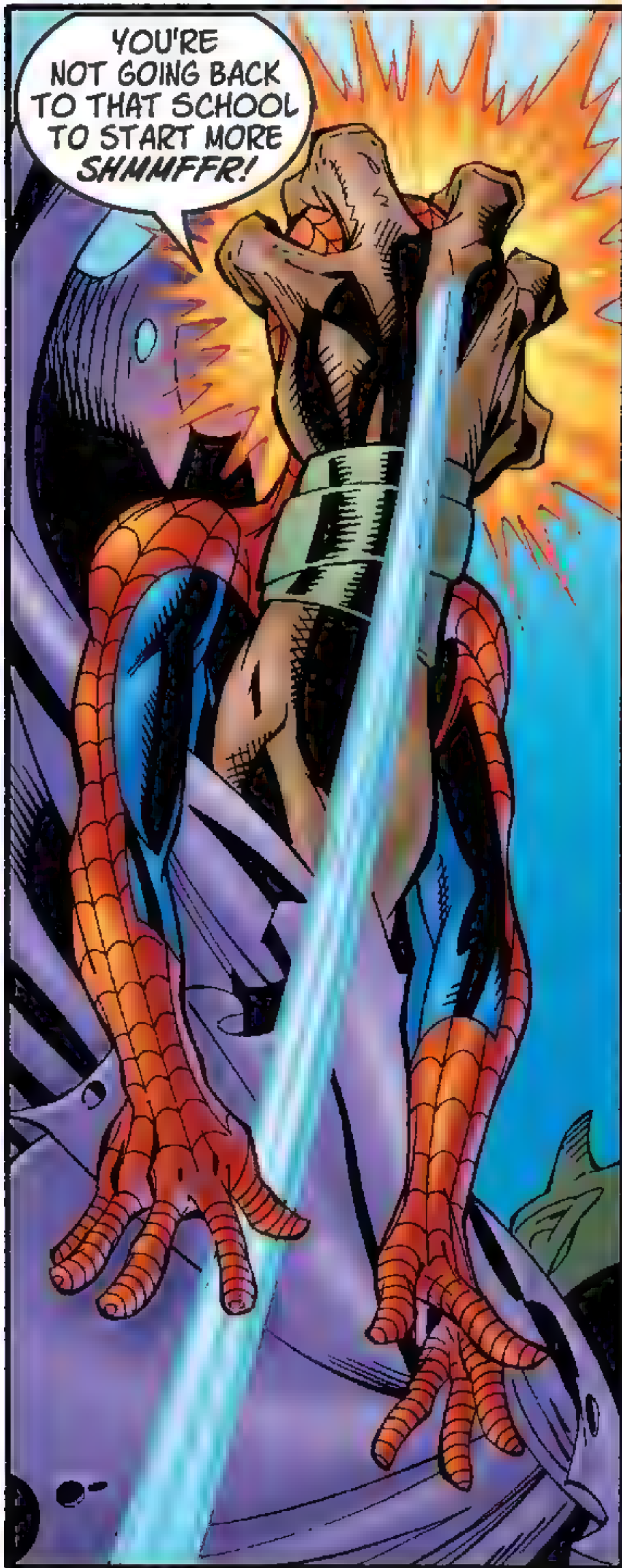




SECRET IDENTITY









ALL RIGHT!
THAT'S
IT.

THWIPP

THWIP

TIME TO
BREAK IT OUT
ON YOU LIKE
CHOW YUNG
FAT!

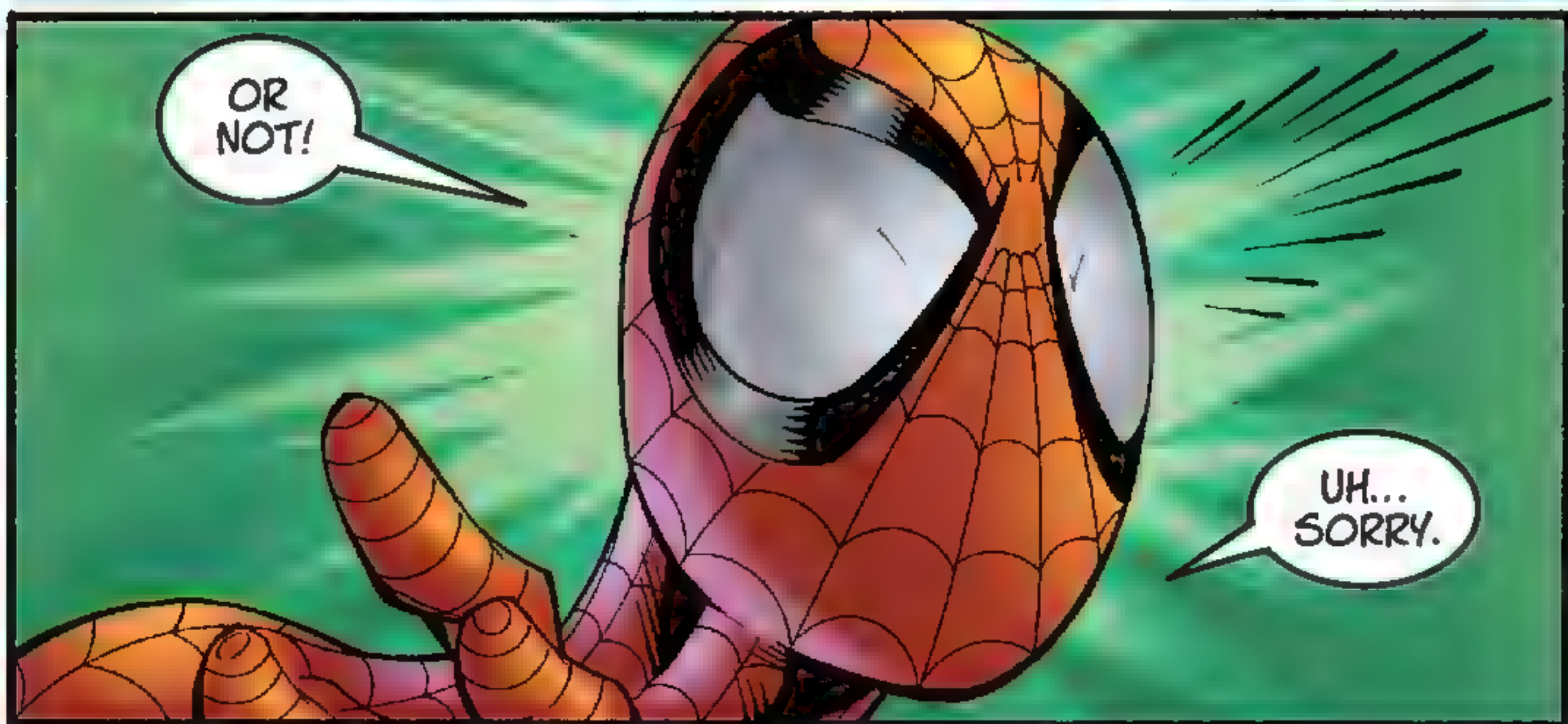


WHIZZ



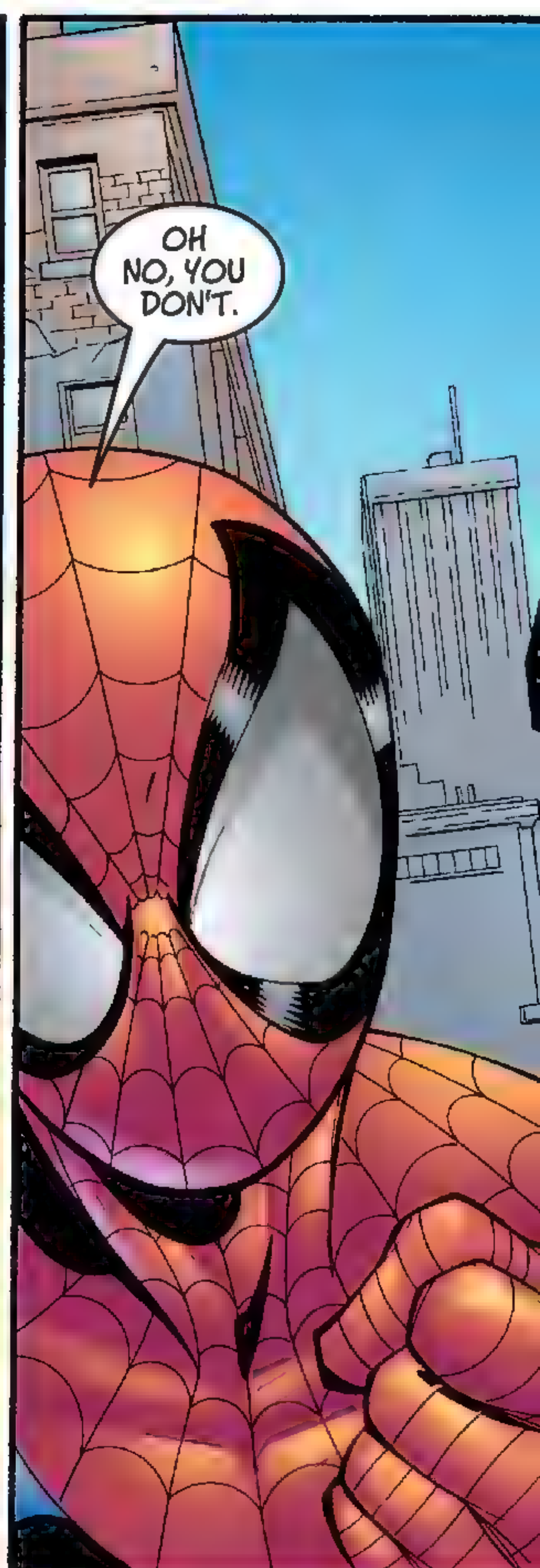
AHHH!
WHAT IS
THAT?

SPAT



OR
NOT!

UH...
SORRY.





HURRYGGH!

HEY, WHERE DO YOU THINK YOU'RE GOING?

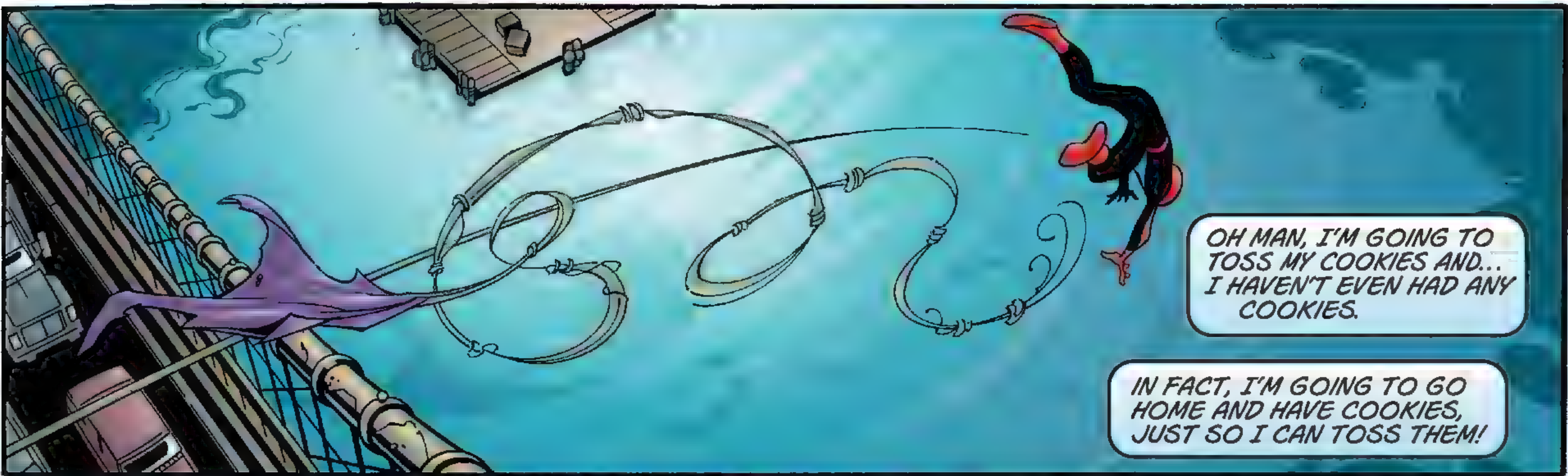
THWAPP

WHOOPS!

AGAIN, NOT THE MOST WELL-THOUGHT OUT MOVE.

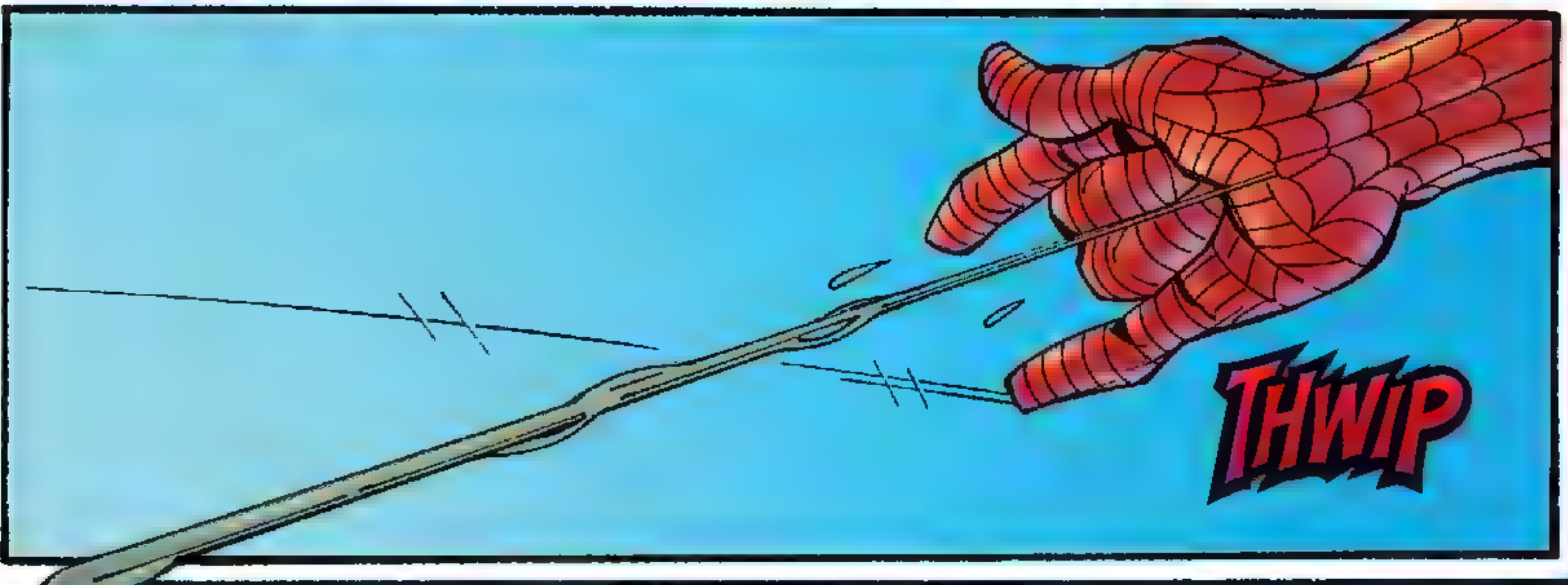
MIGHT WANT TO TAKE A NIGHT CLASS IN MID-AIR HUGE MONSTER FIST FIGHTING.

WHO IS THIS GUY?

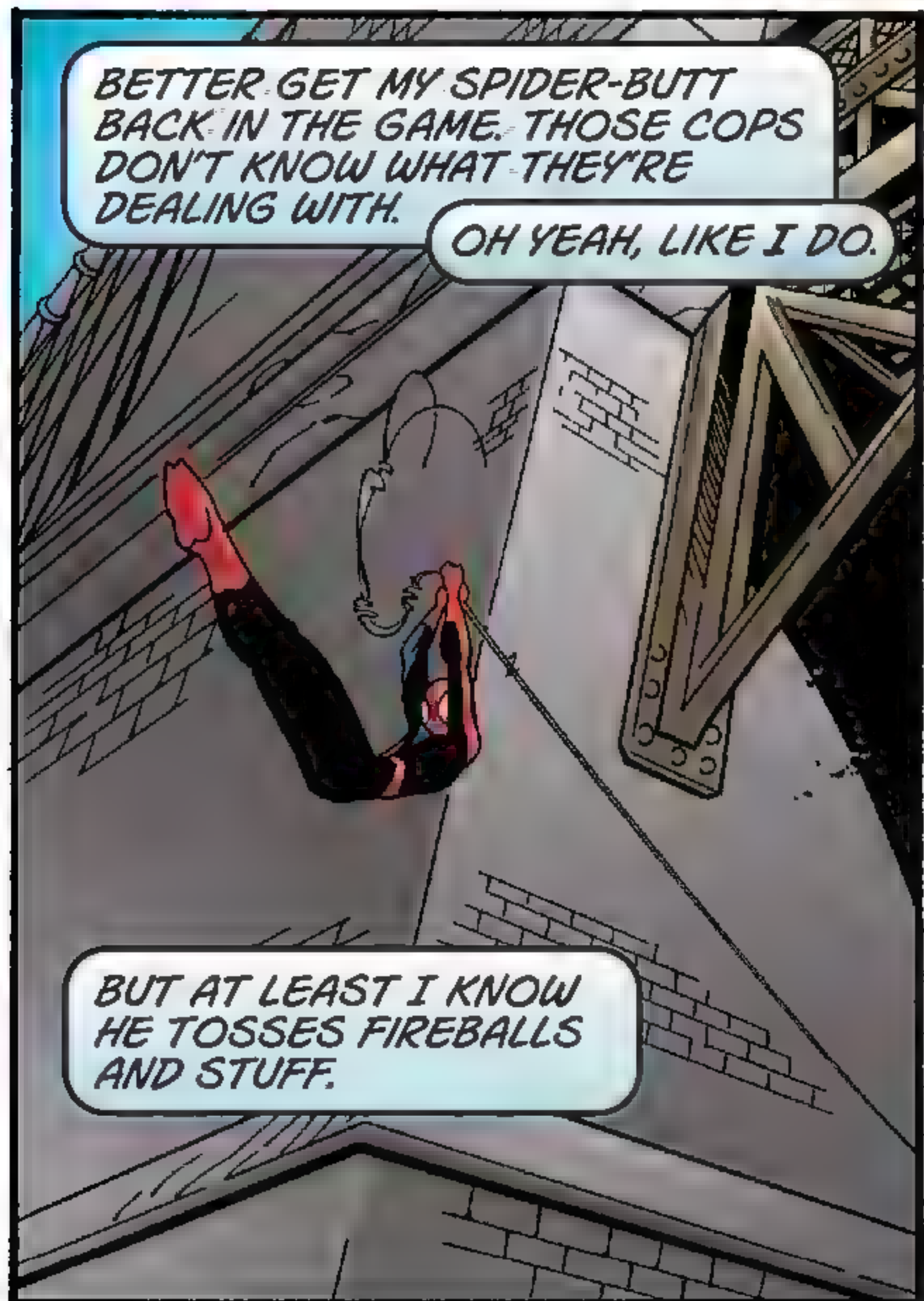


OH MAN, I'M GOING TO TOSS MY COOKIES AND... I HAVEN'T EVEN HAD ANY COOKIES.

IN FACT, I'M GOING TO GO HOME AND HAVE COOKIES, JUST SO I CAN TOSS THEM!



THIS IS THE NYPD! THIS IS THE POLICE! STAND DOWN!



BETTER GET MY SPIDER-BUTT BACK IN THE GAME. THOSE COPS DON'T KNOW WHAT THEY'RE DEALING WITH.

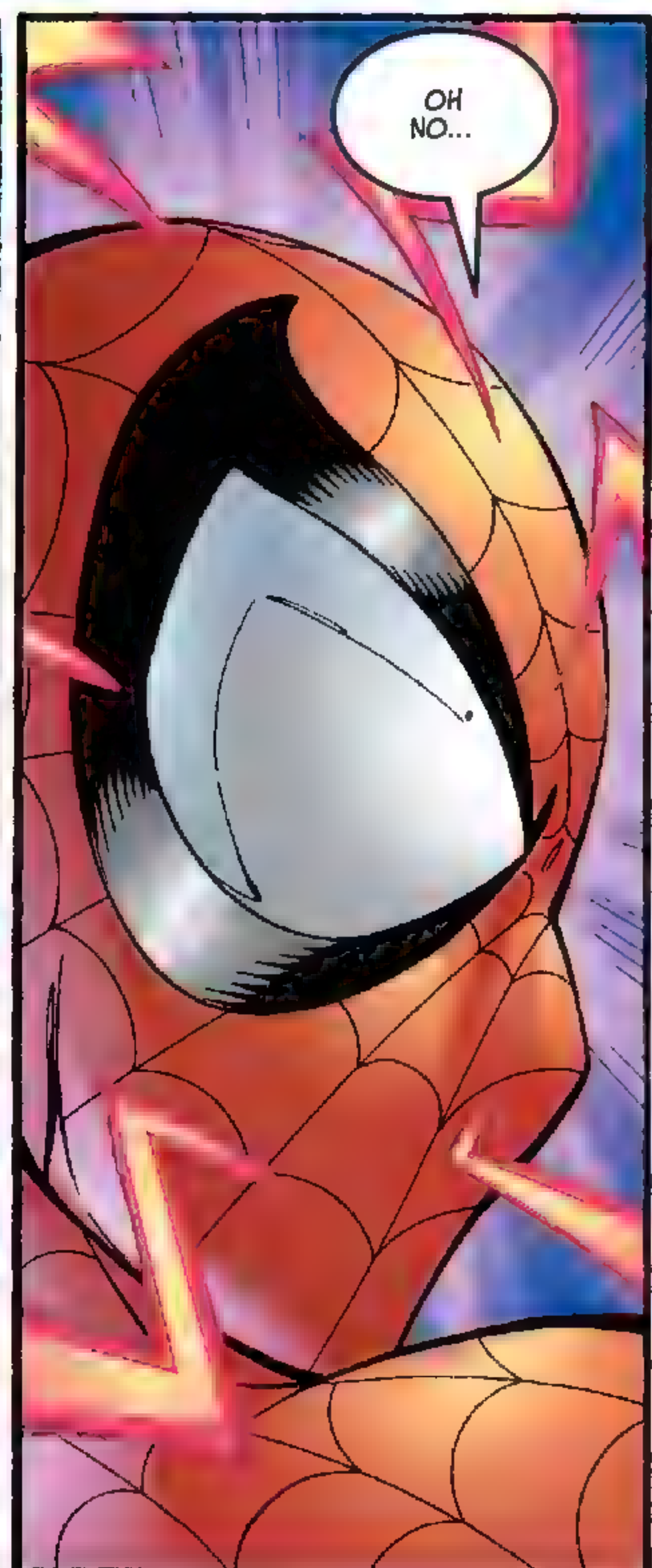
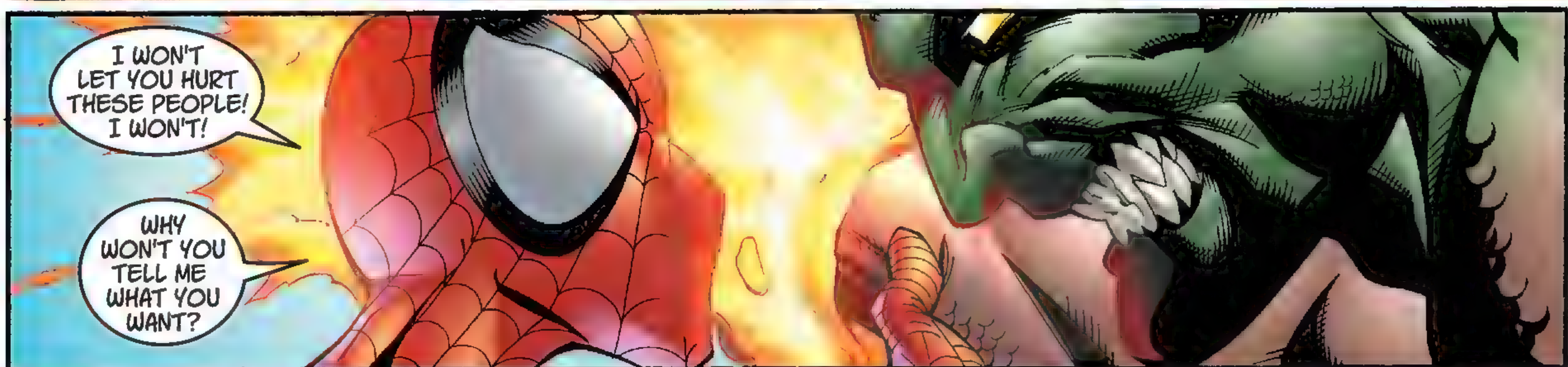
OH YEAH, LIKE I DO.

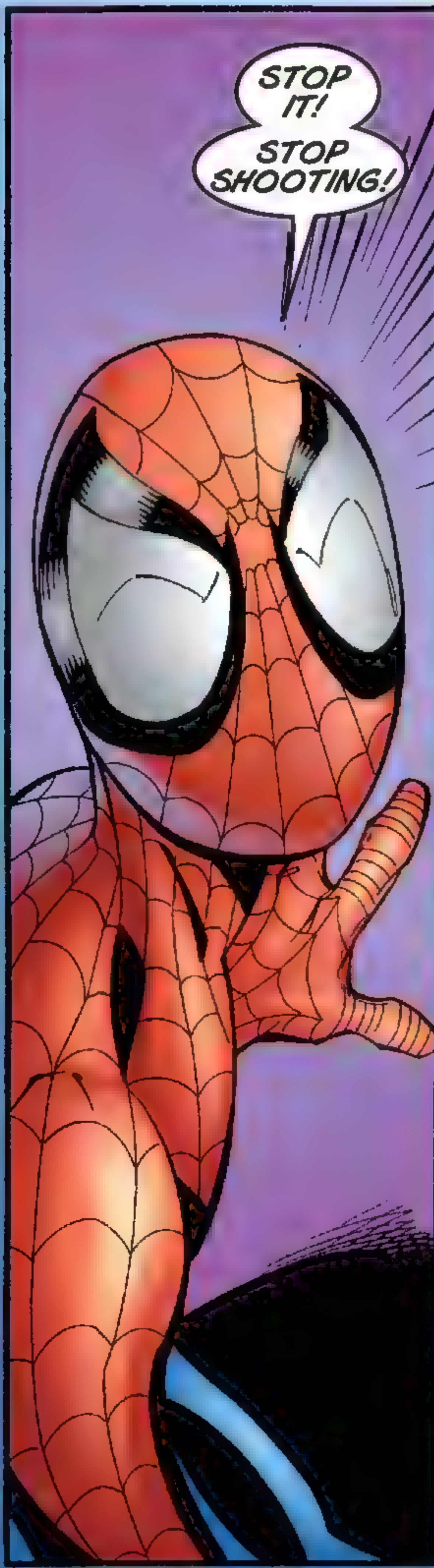
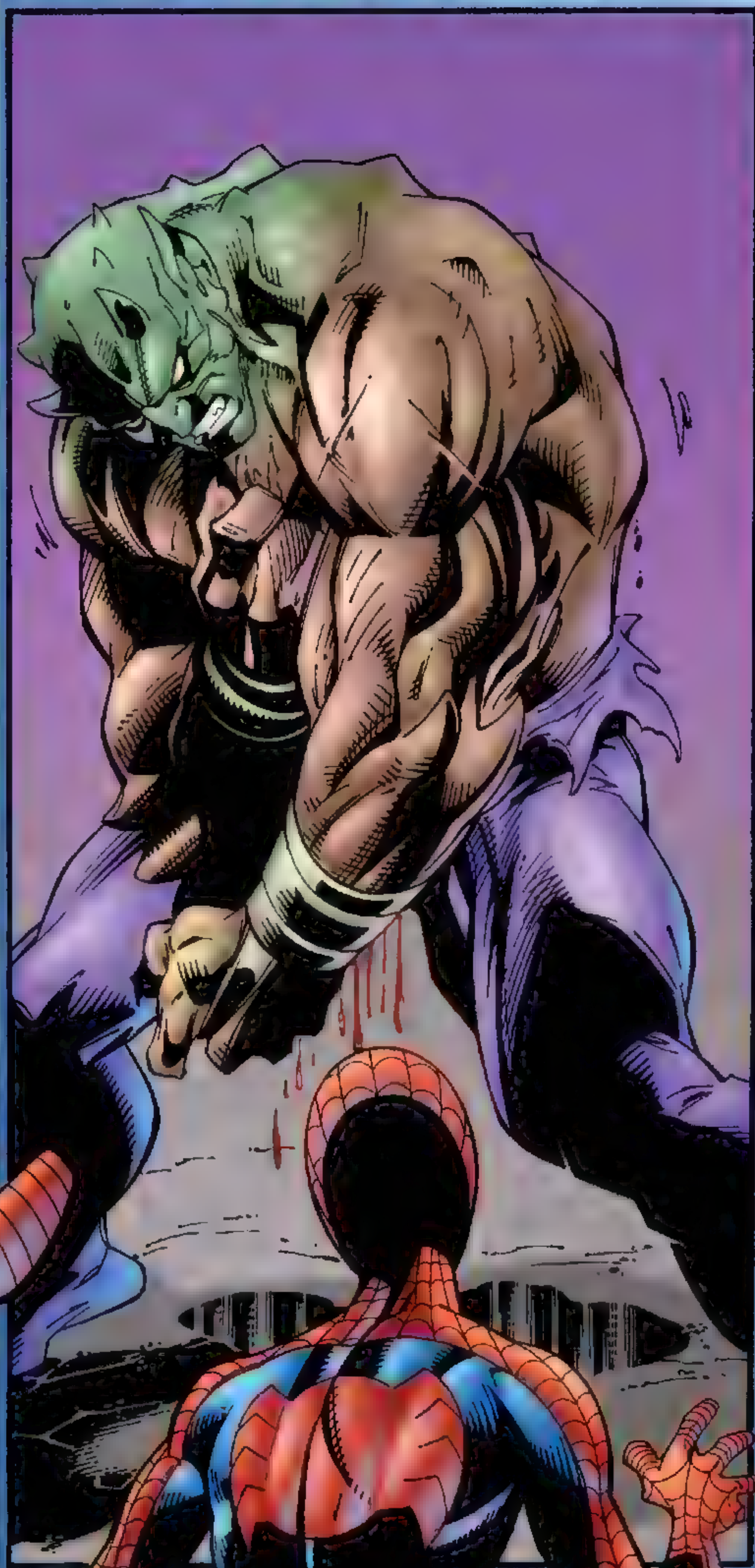
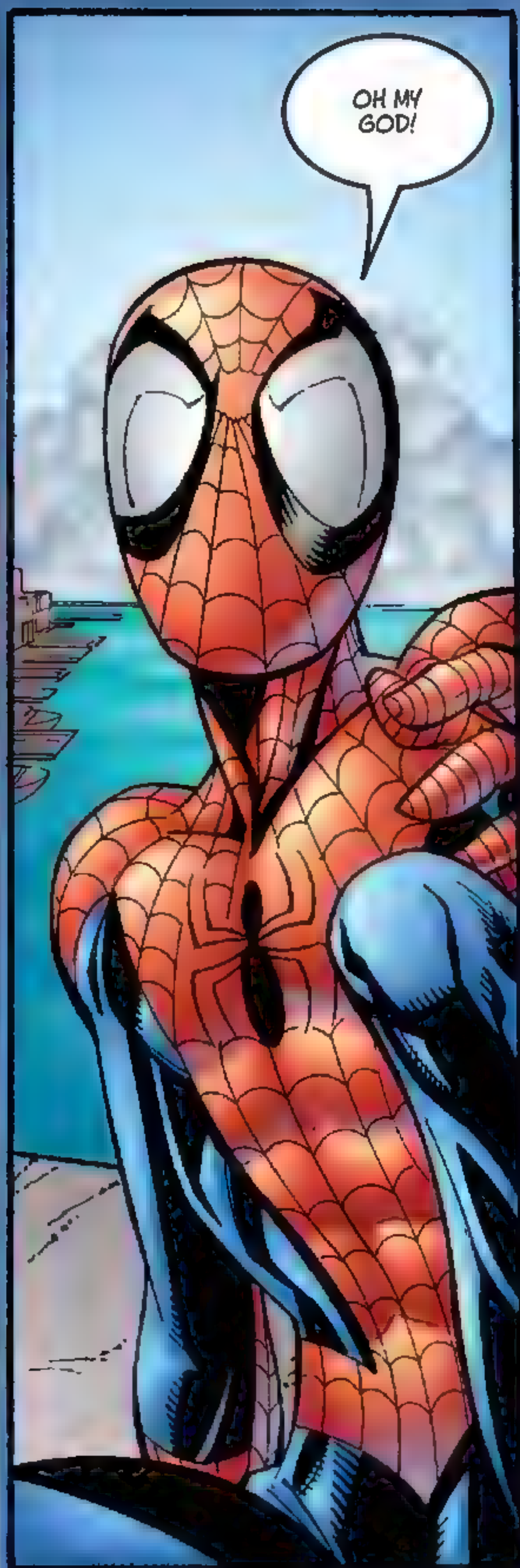
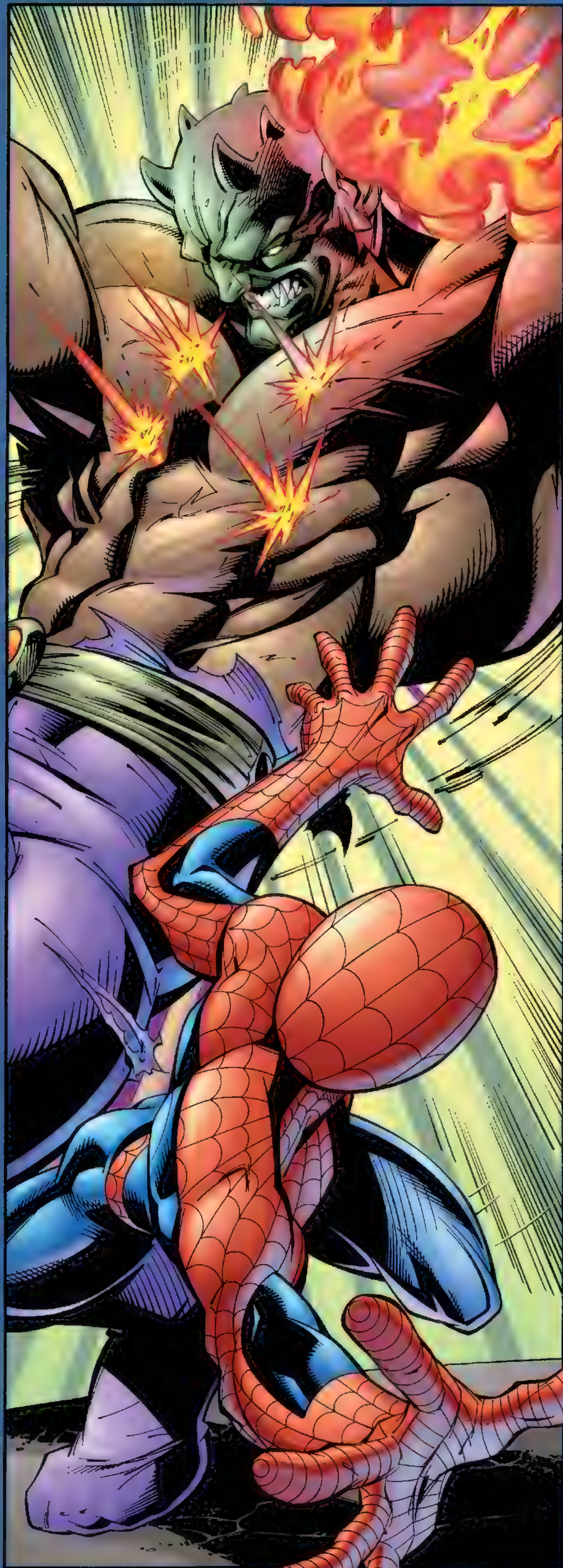
BUT AT LEAST I KNOW HE TOSSES FIREBALLS AND STUFF.

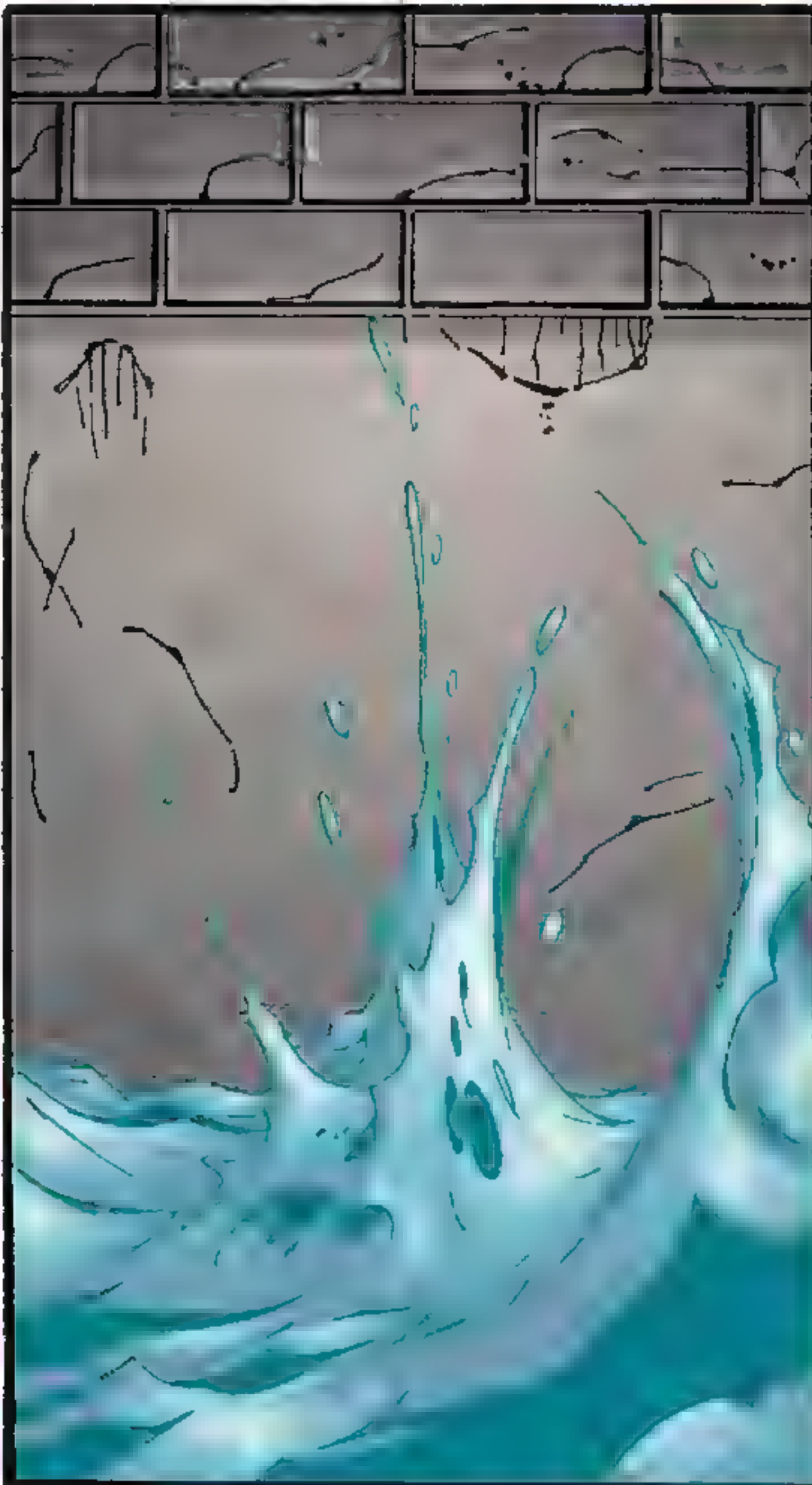
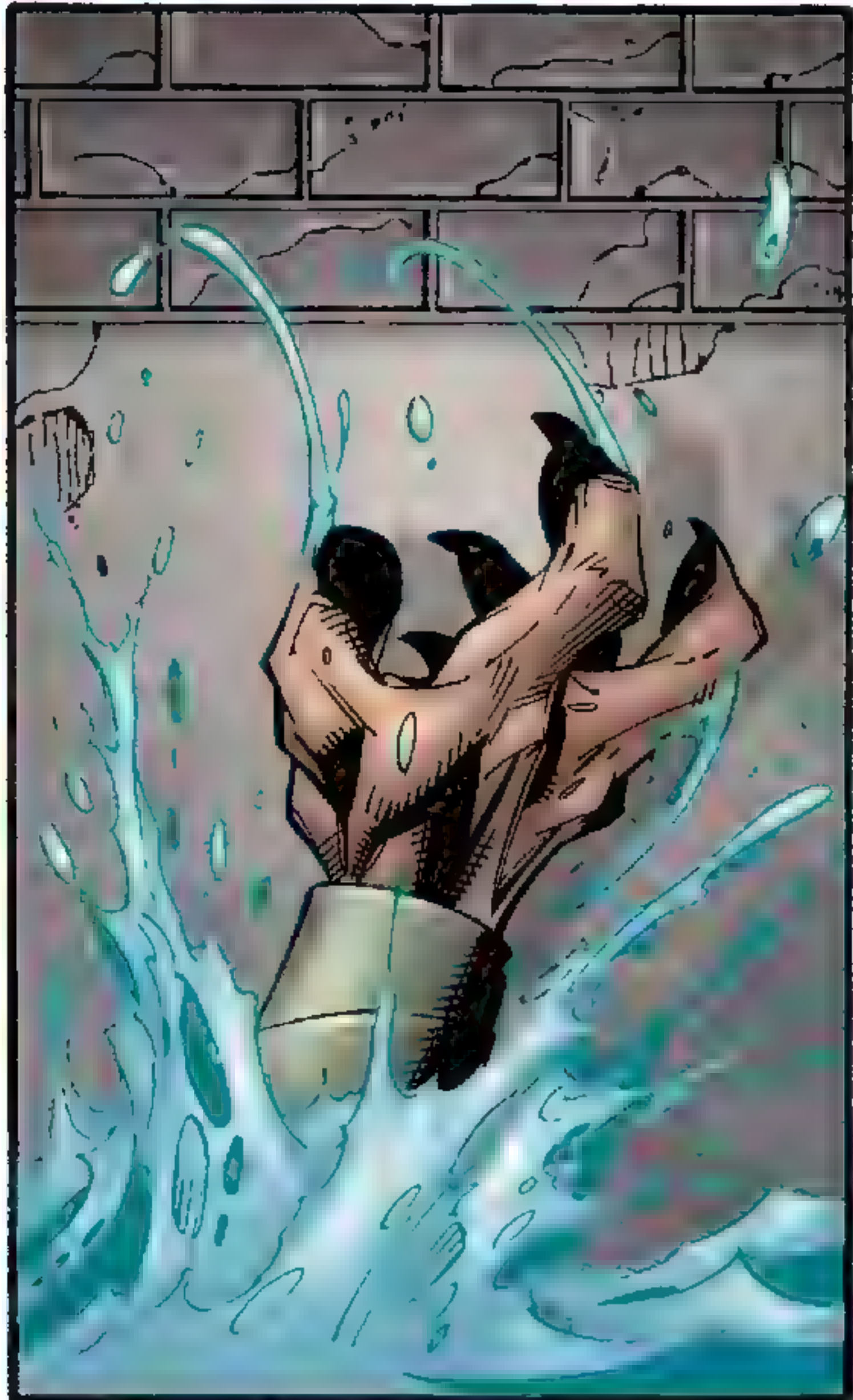
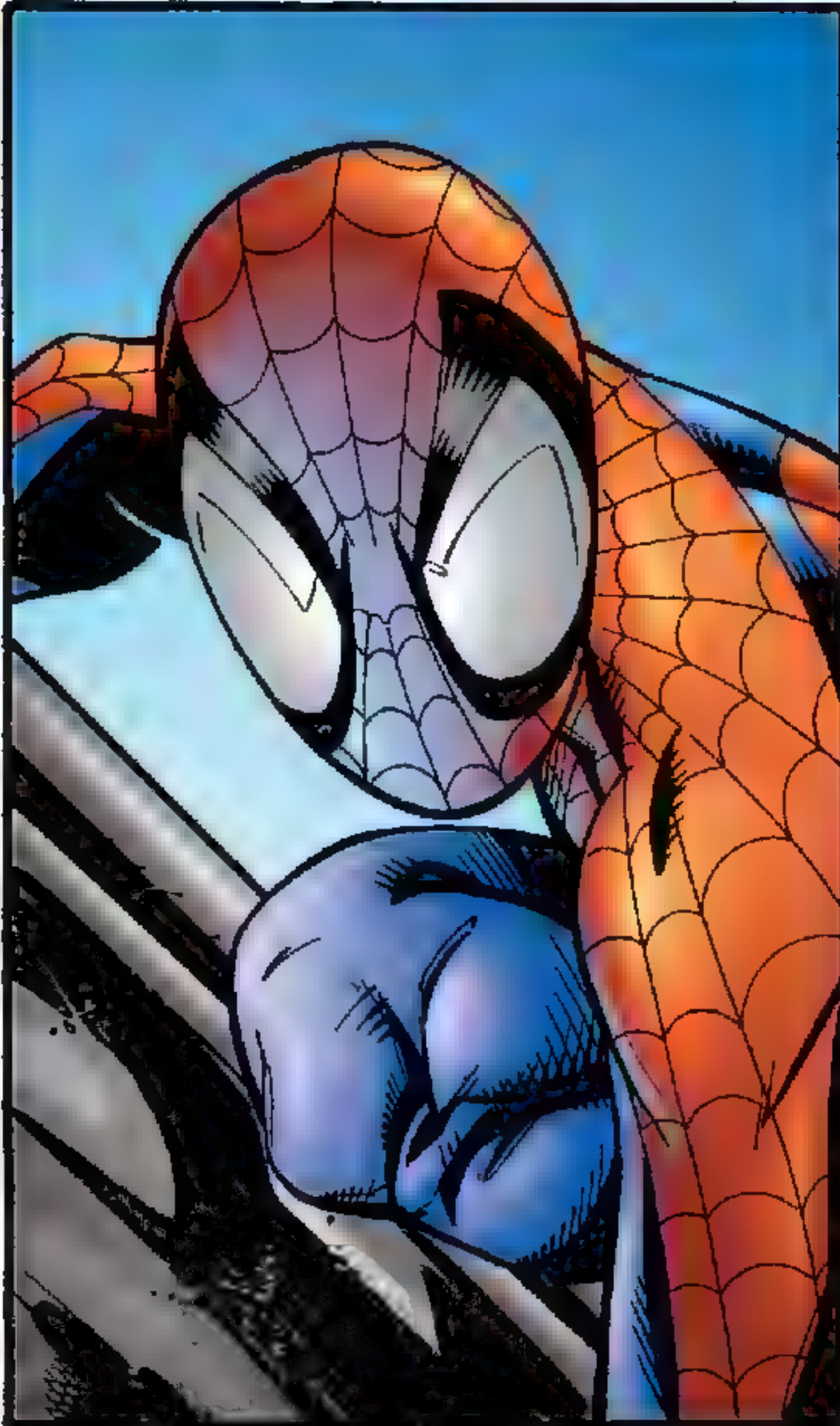
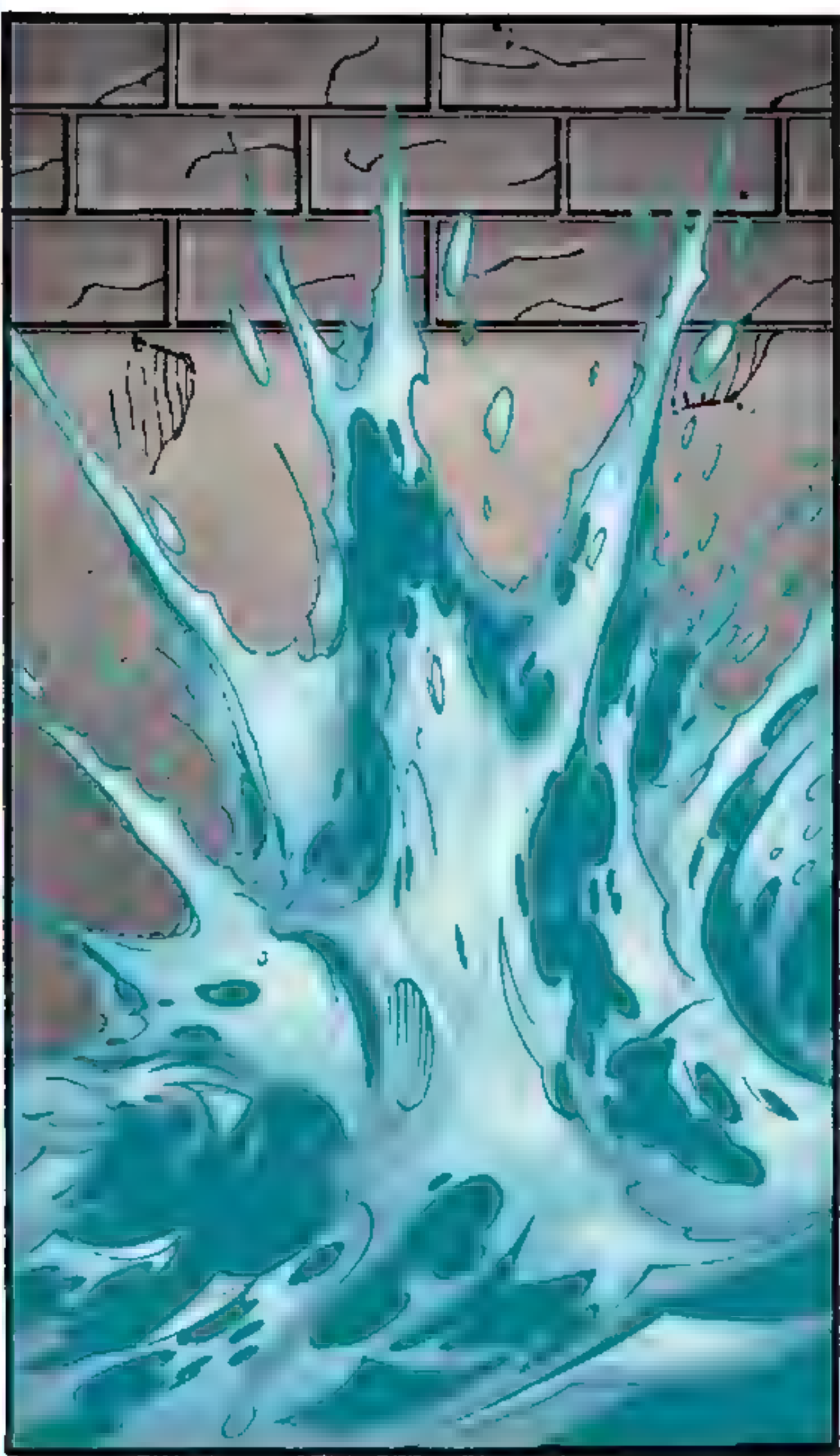


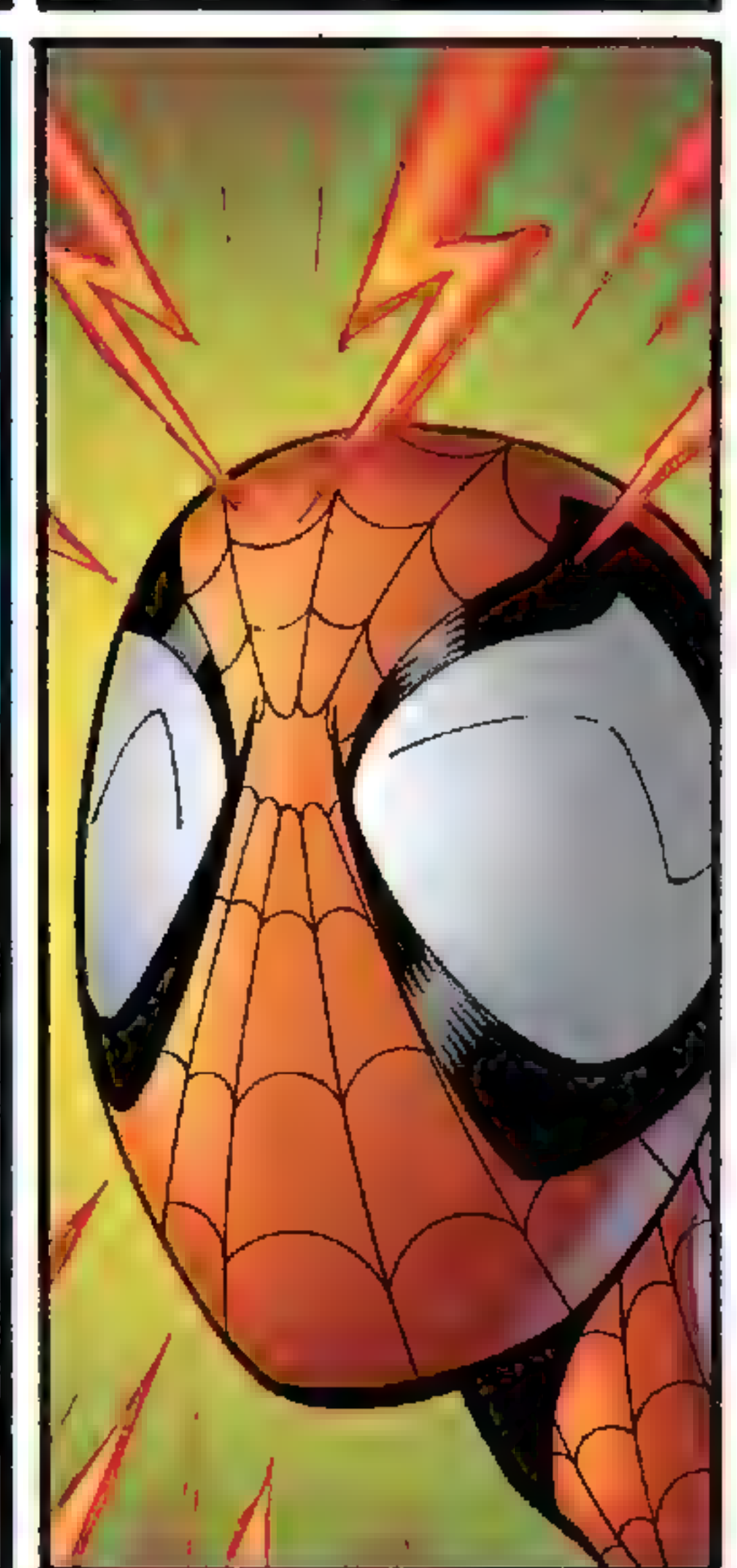
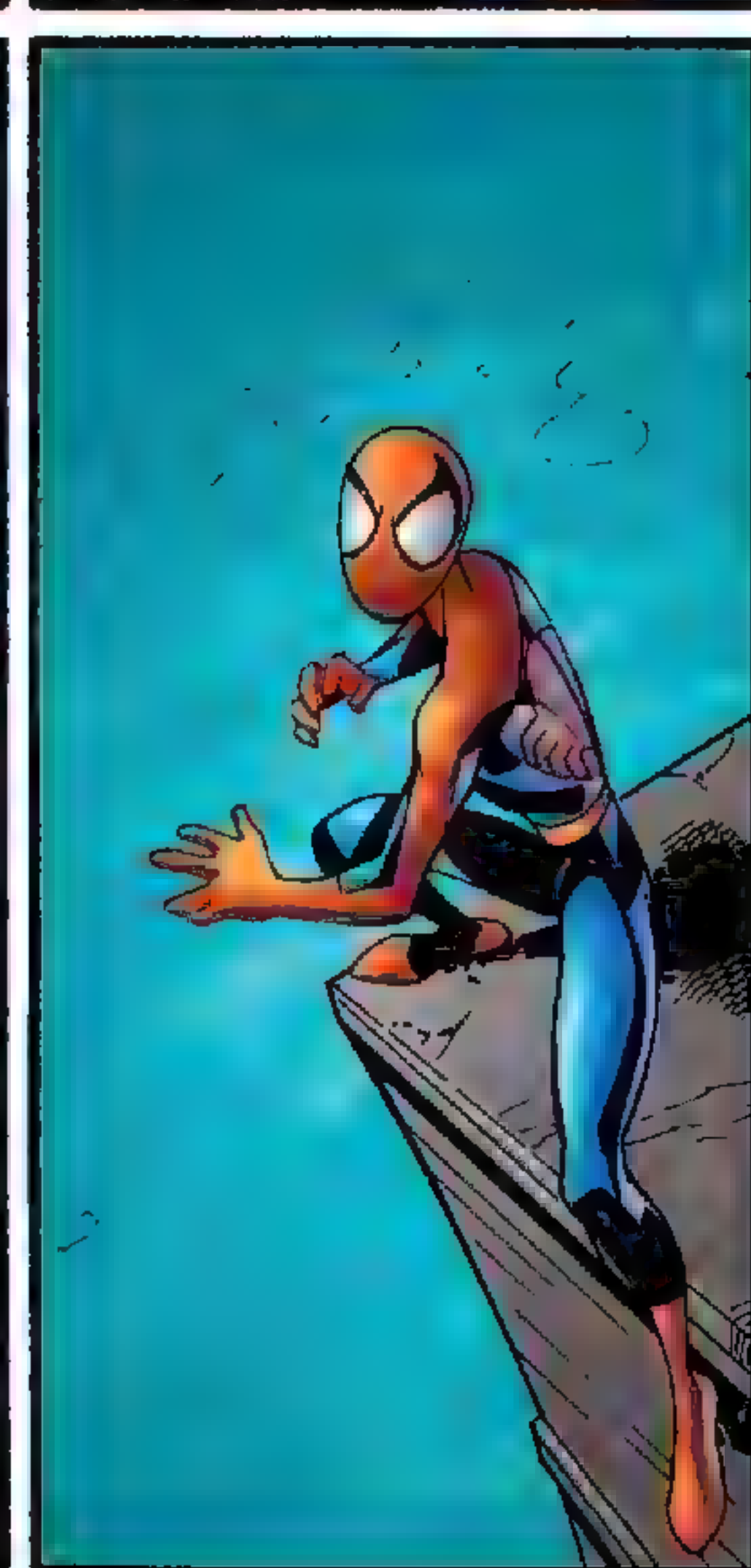
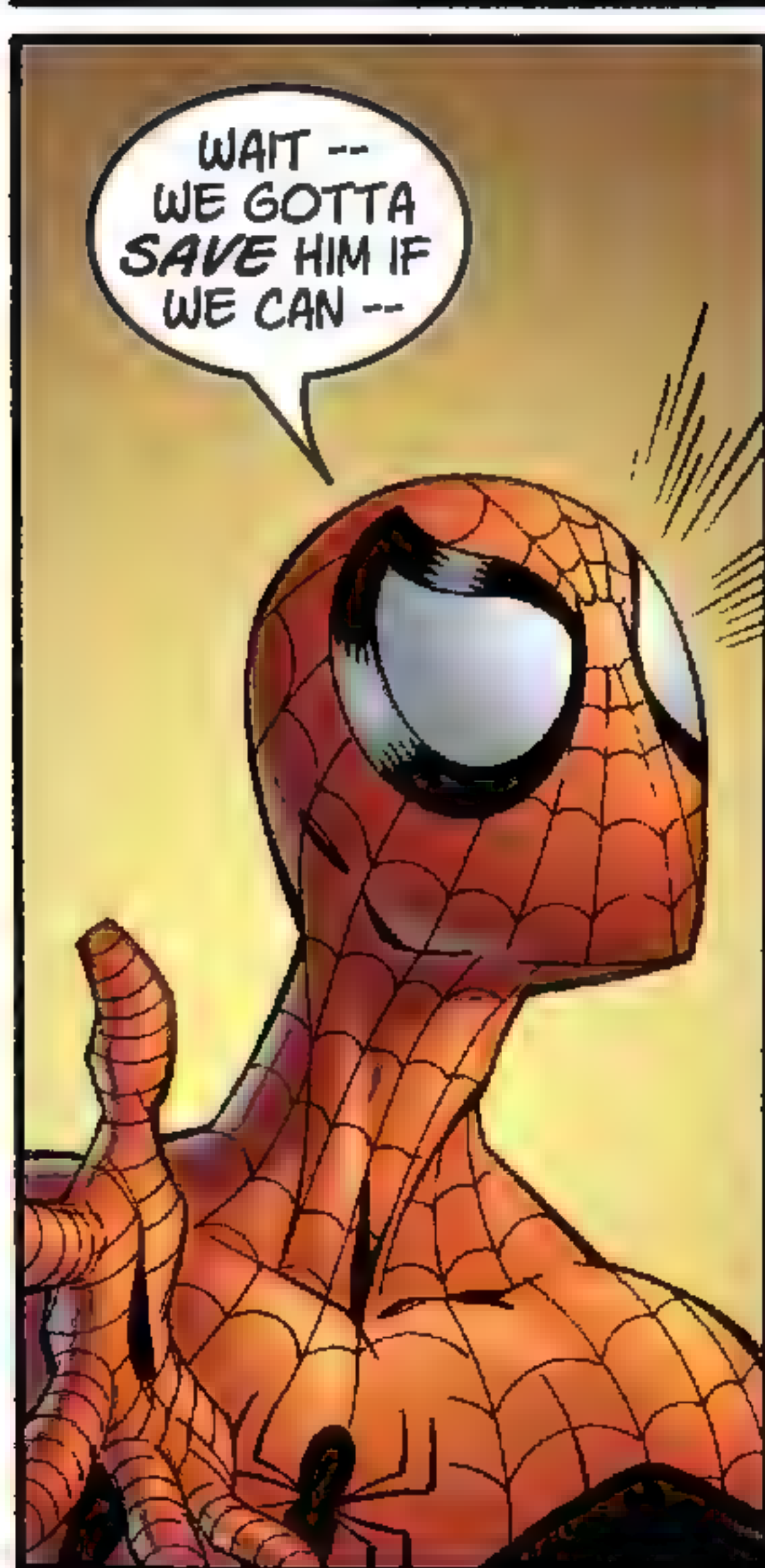
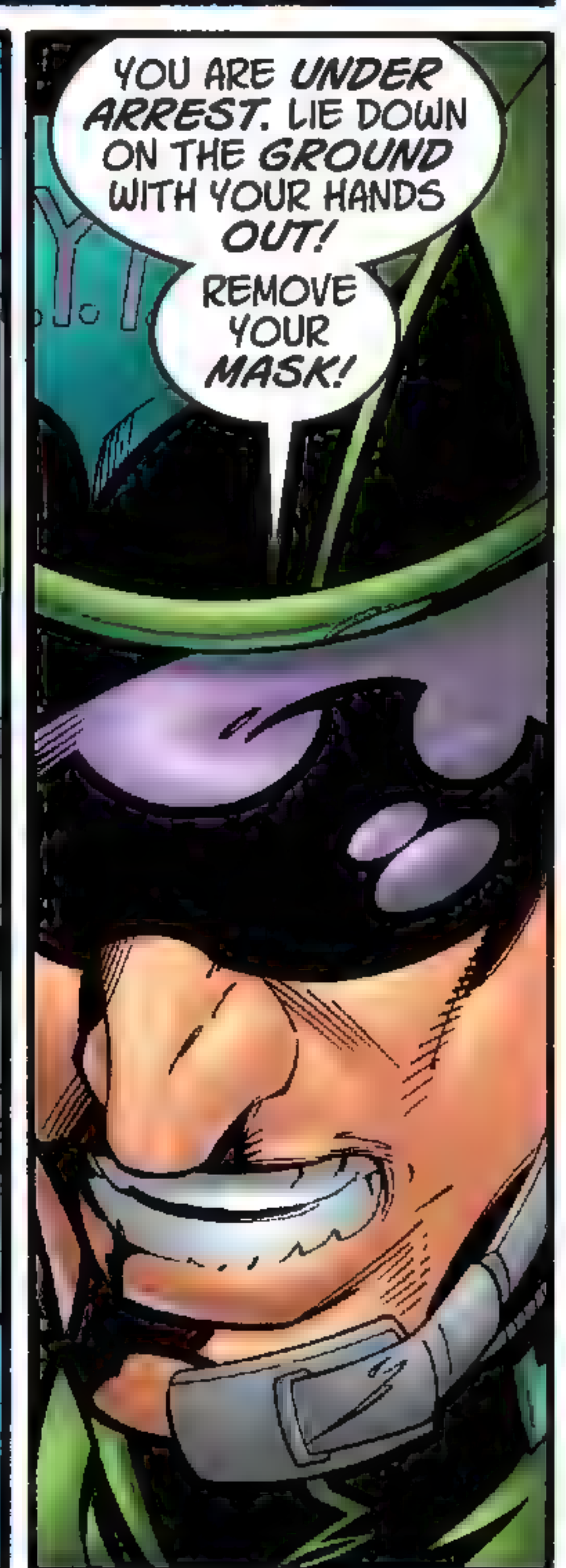
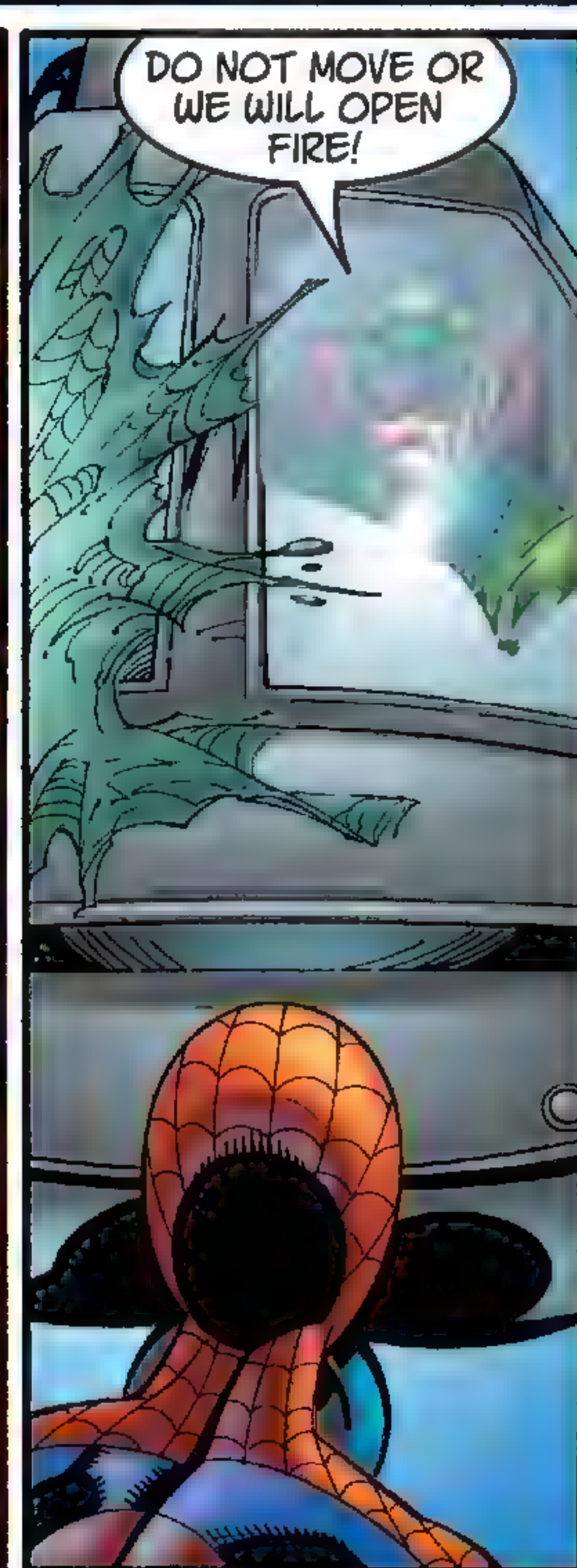
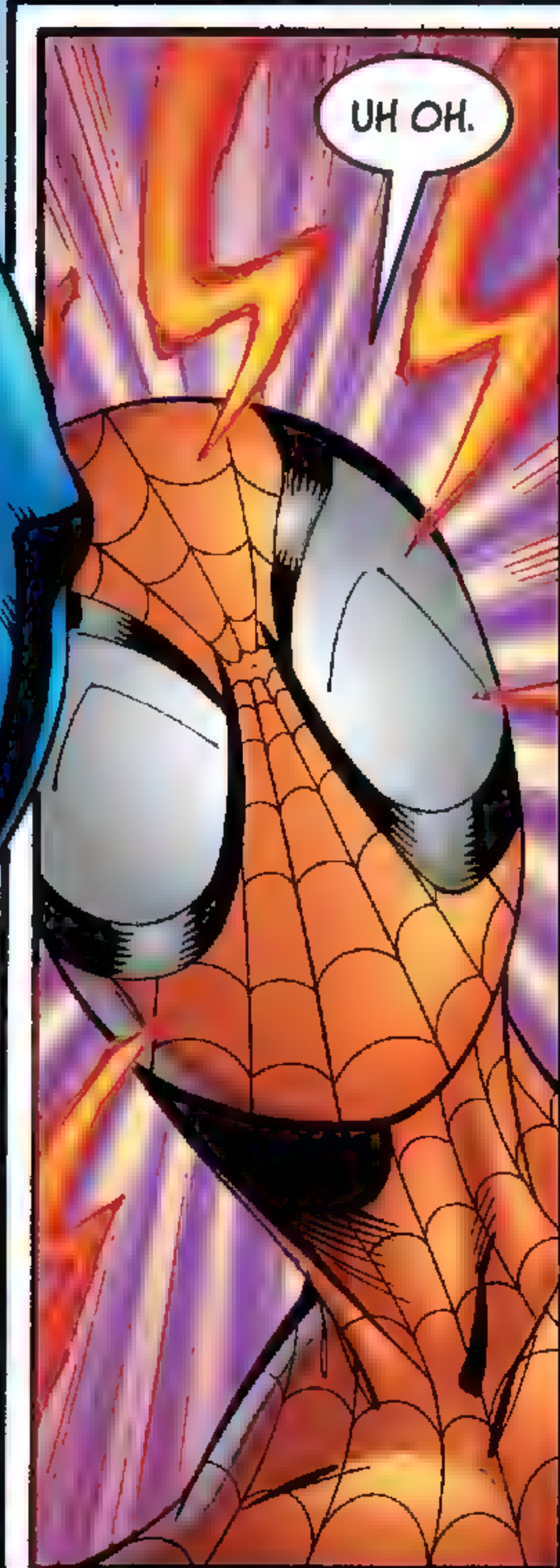
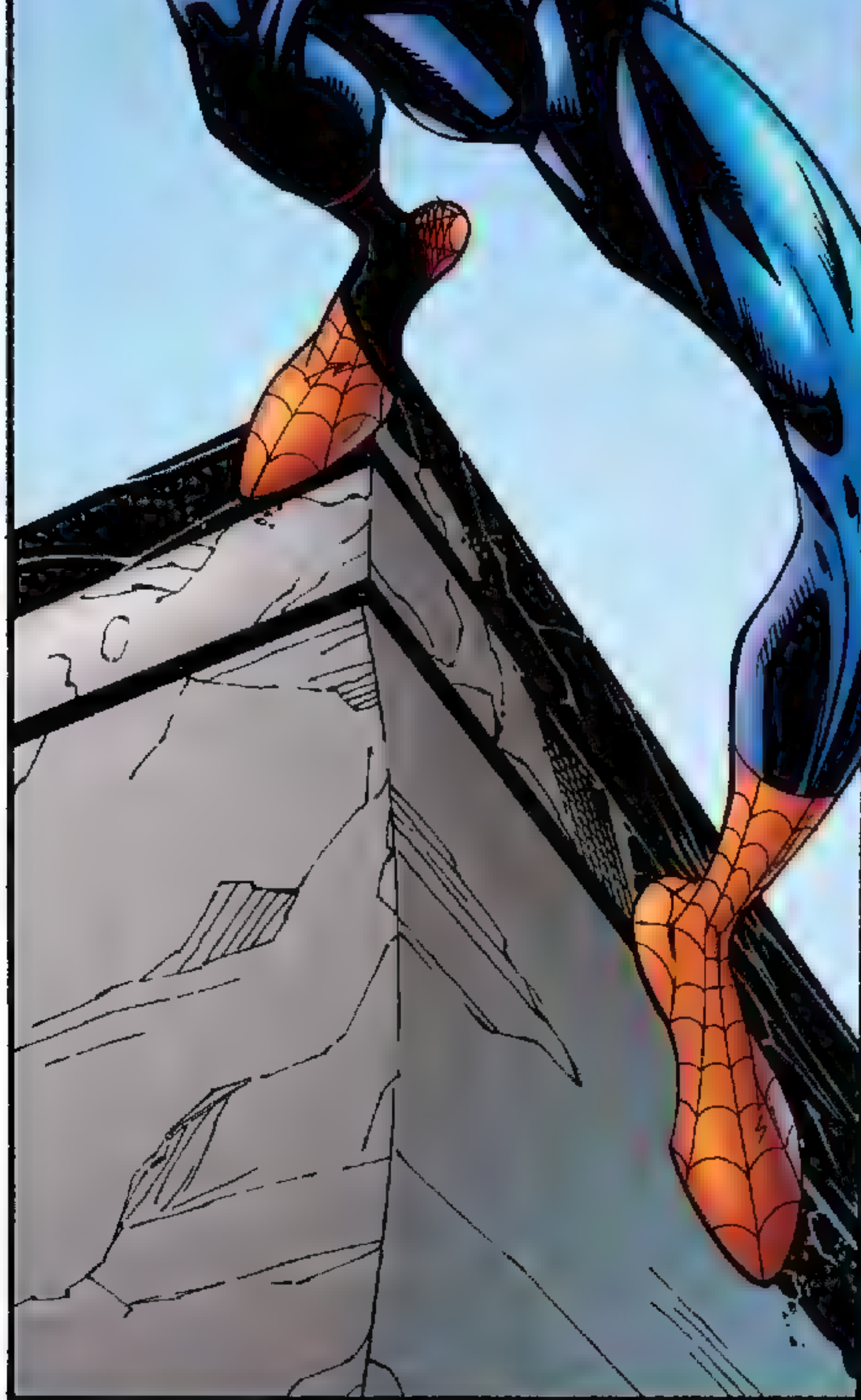
LIE DOWN ON THE GROUND! YOU ARE UNDER ARREST!

LIE FACE DOWN WITH YOUR HANDS OUT!











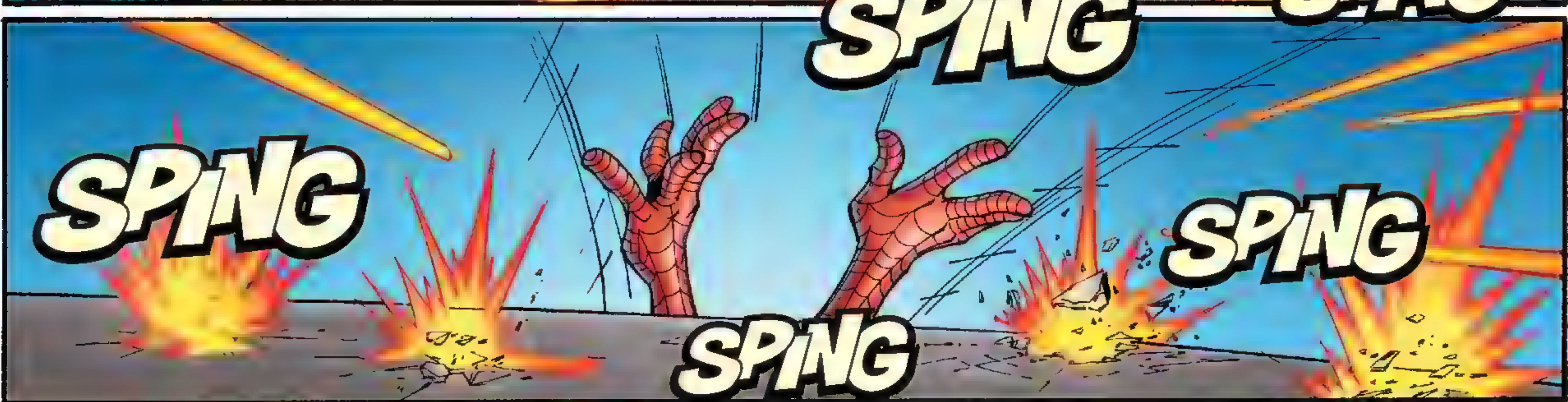
RATATATATATATAT



SPING

SPING

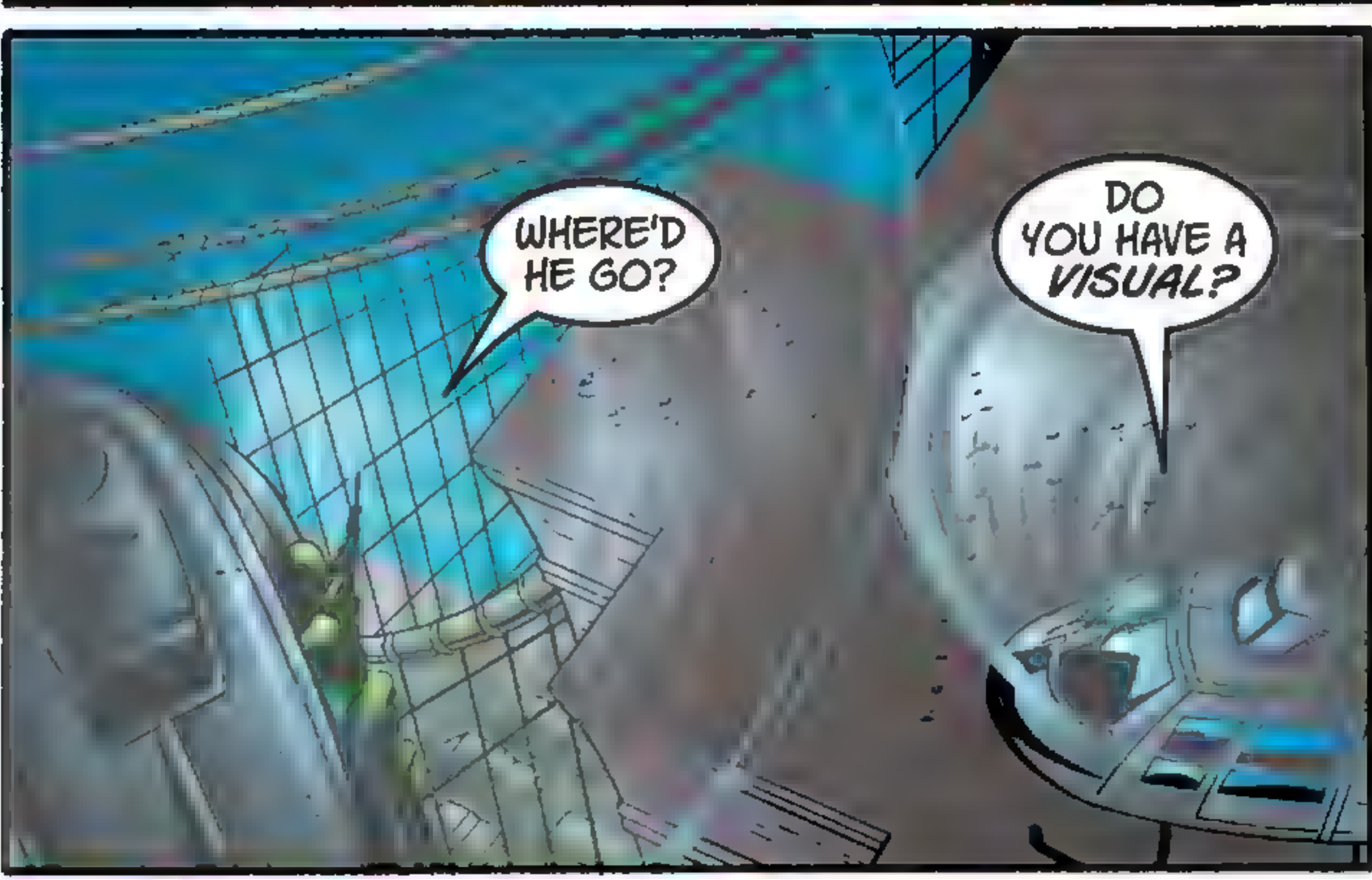
SPING



SPING

SPING

SPING



WHERE'D HE GO?

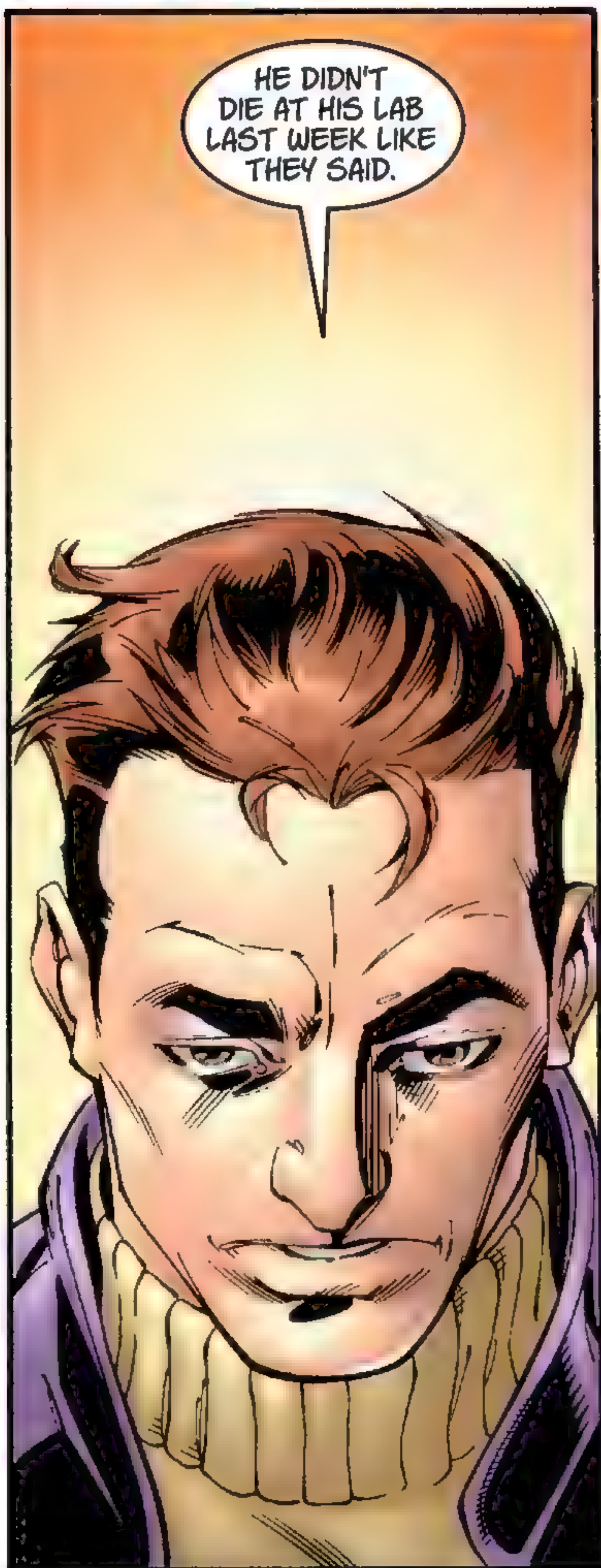
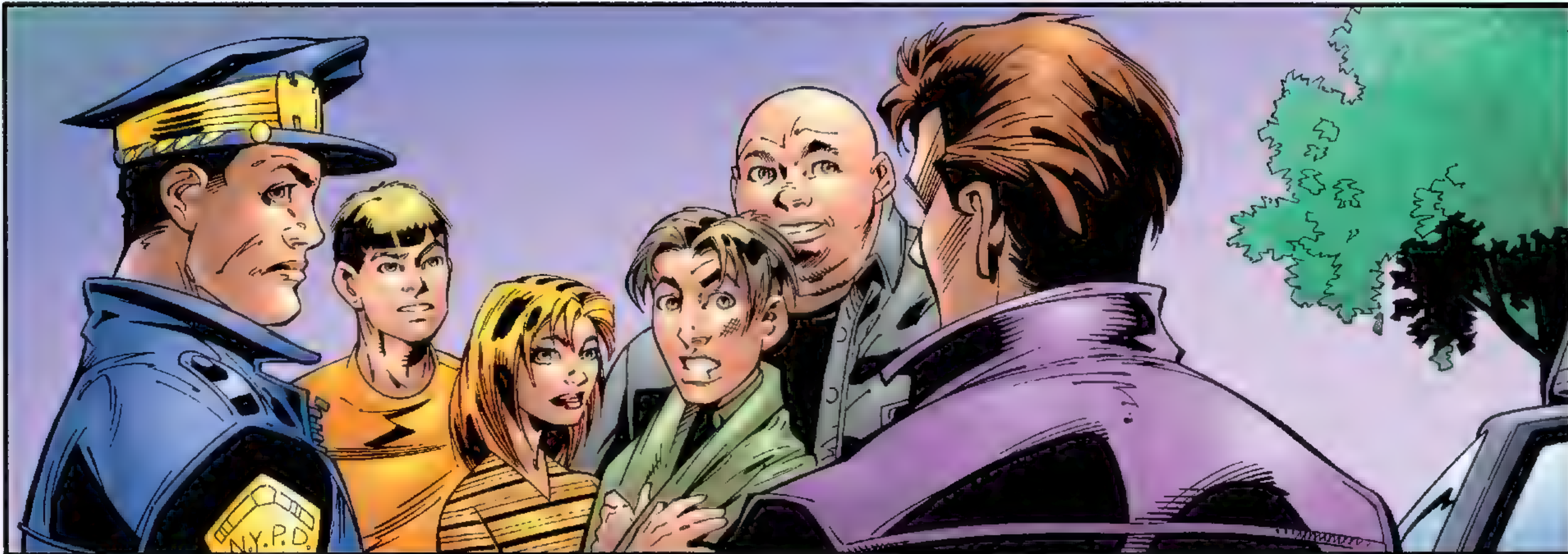
DO YOU HAVE A VISUAL?



I GOT NOTHING.



SWING AROUND AGAIN...

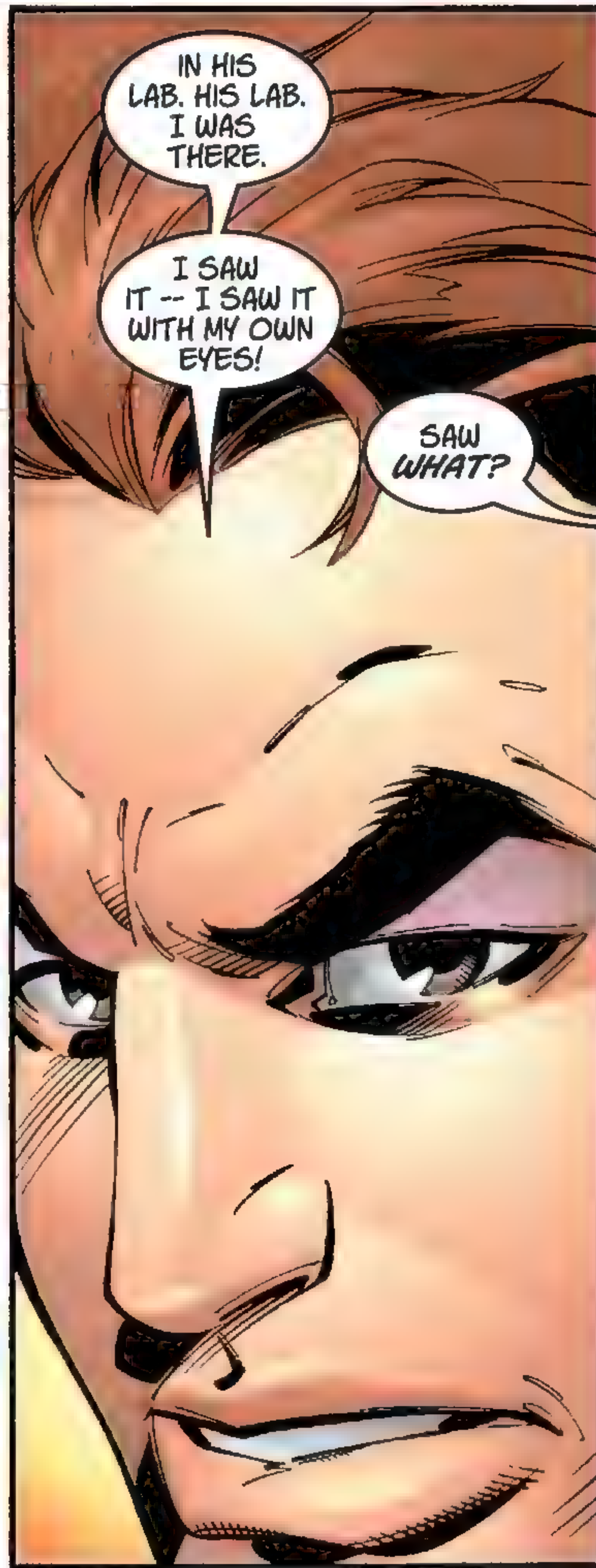


HE DIDN'T
DIE AT HIS LAB
LAST WEEK LIKE
THEY SAID.



DUDE,
YOU NEED A
BREATH.

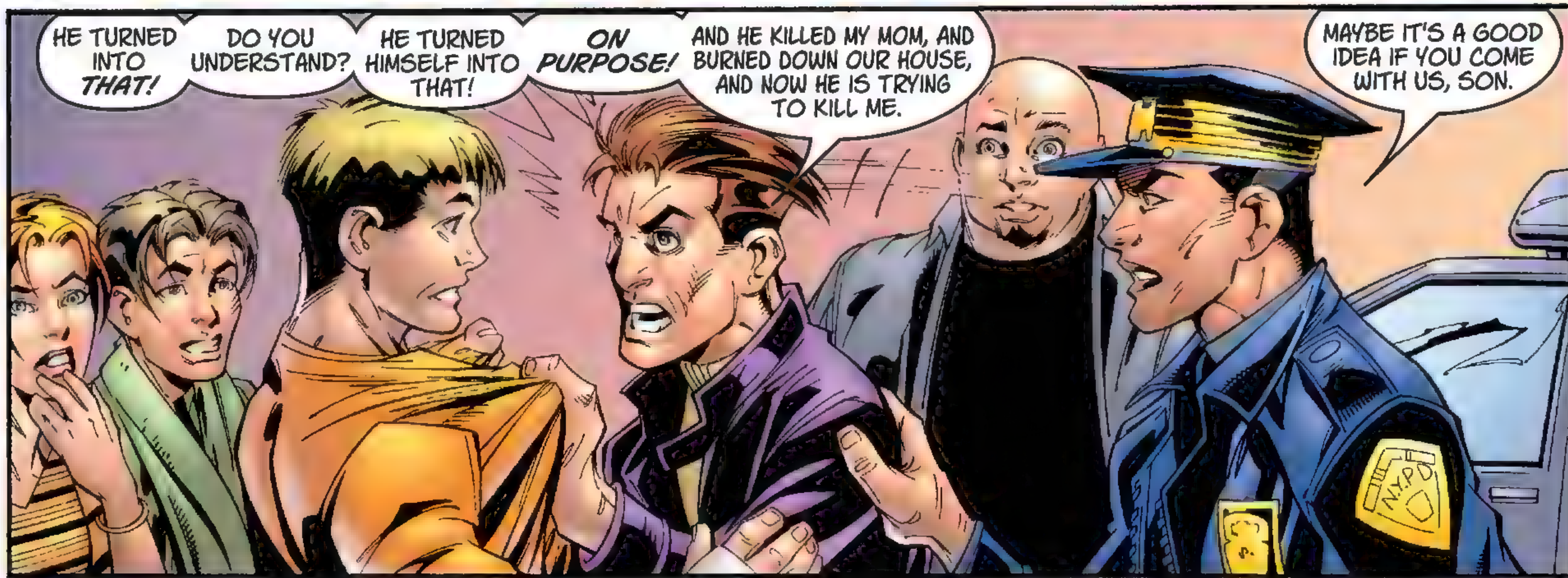
THAT
WAS THE HULK OR
SOMETHING...



IN HIS
LAB. HIS LAB.
I WAS
THERE.

I SAW
IT -- I SAW IT
WITH MY OWN
EYES!

SAW
WHAT?



HE TURNED
INTO
THAT!

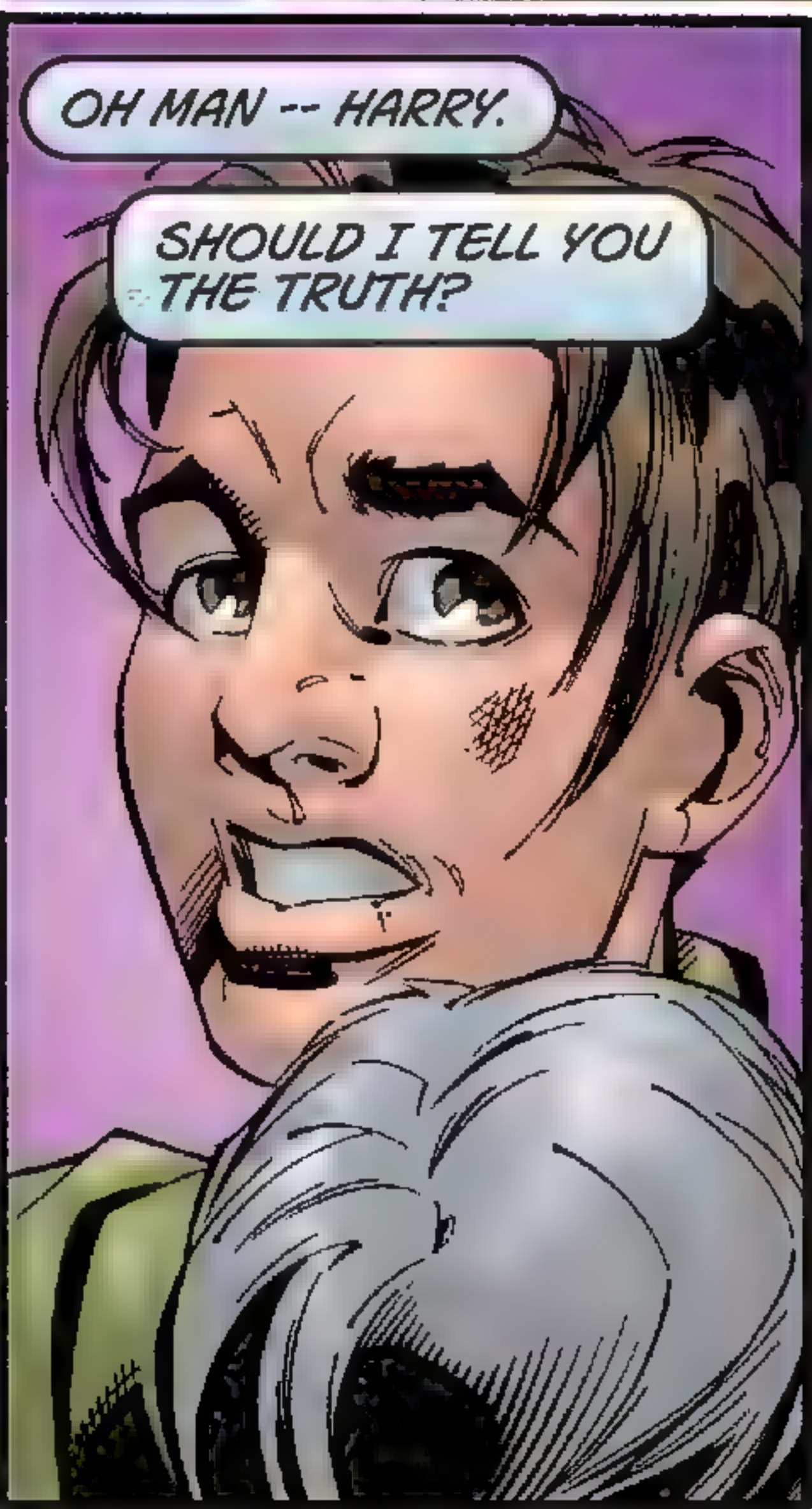
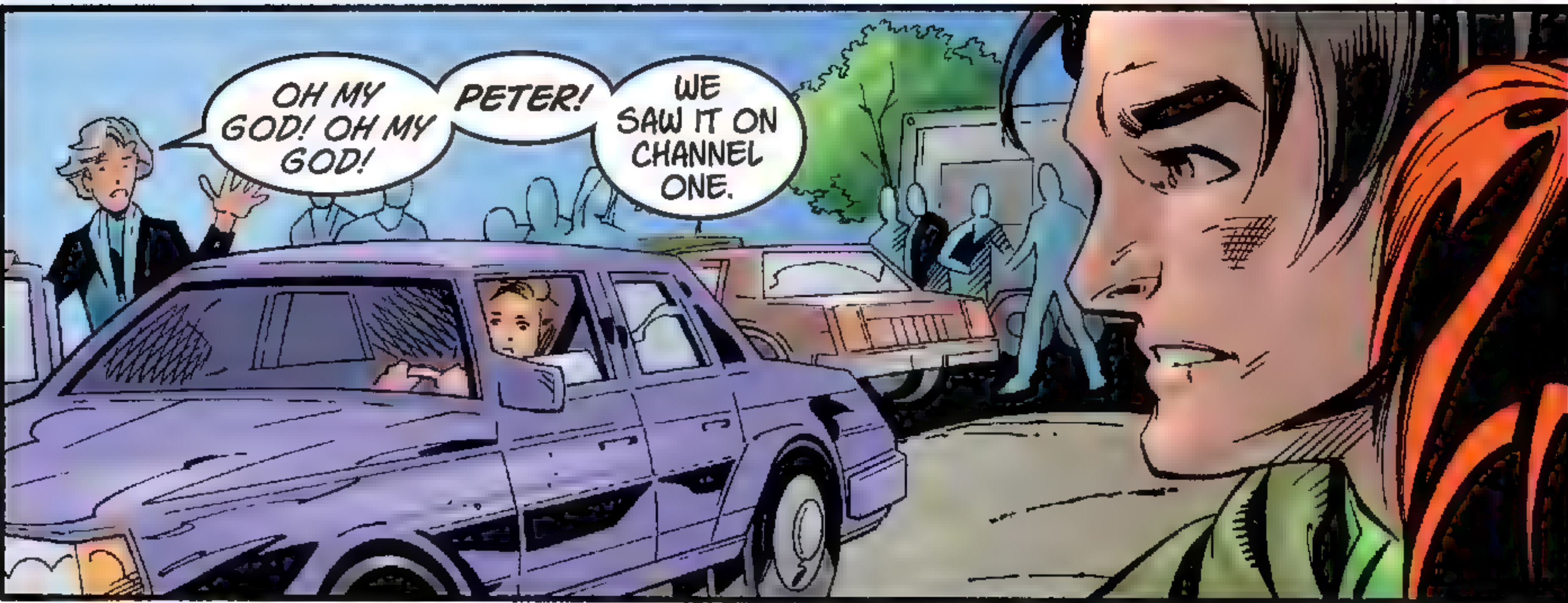
DO YOU
UNDERSTAND?

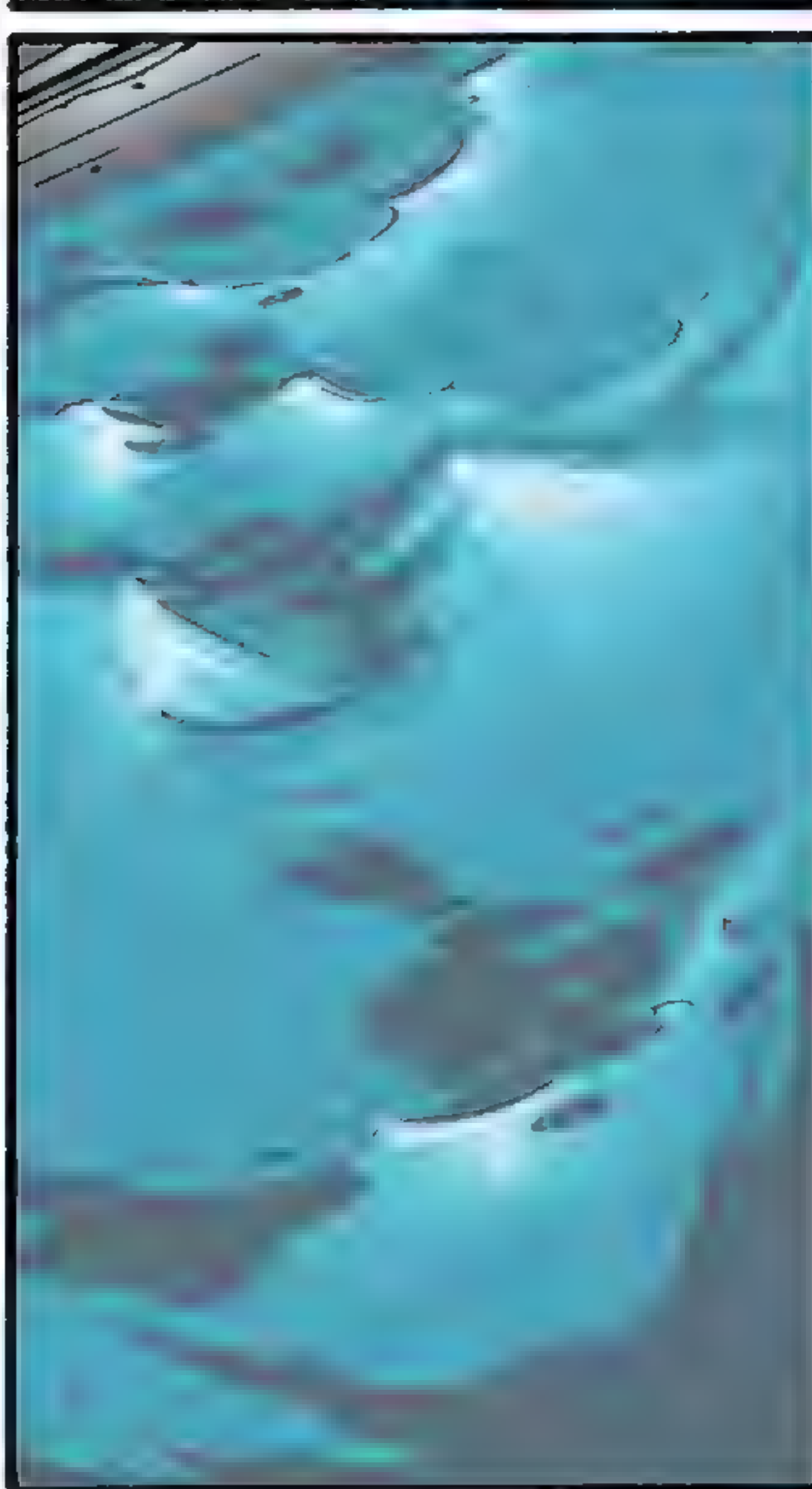
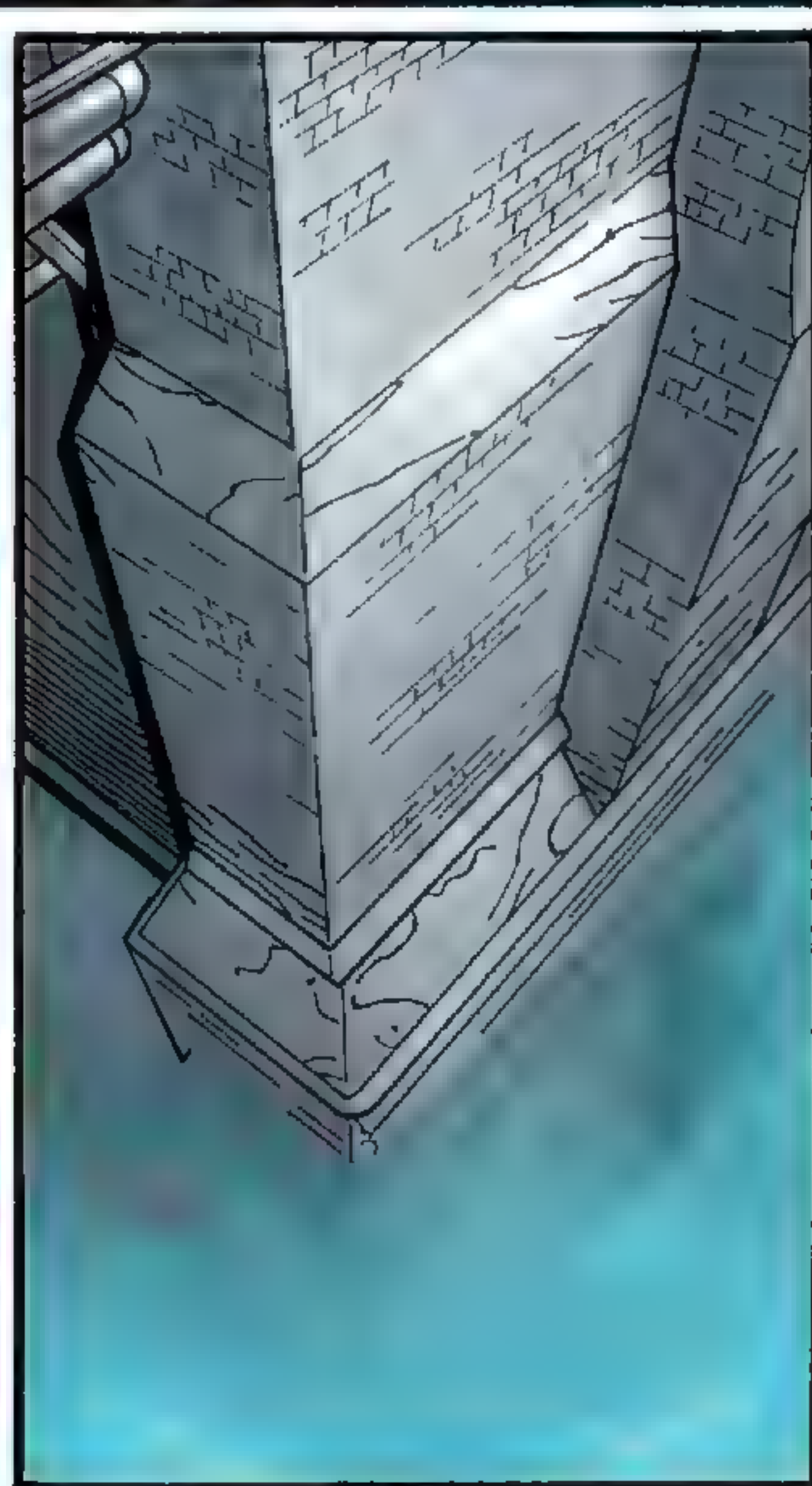
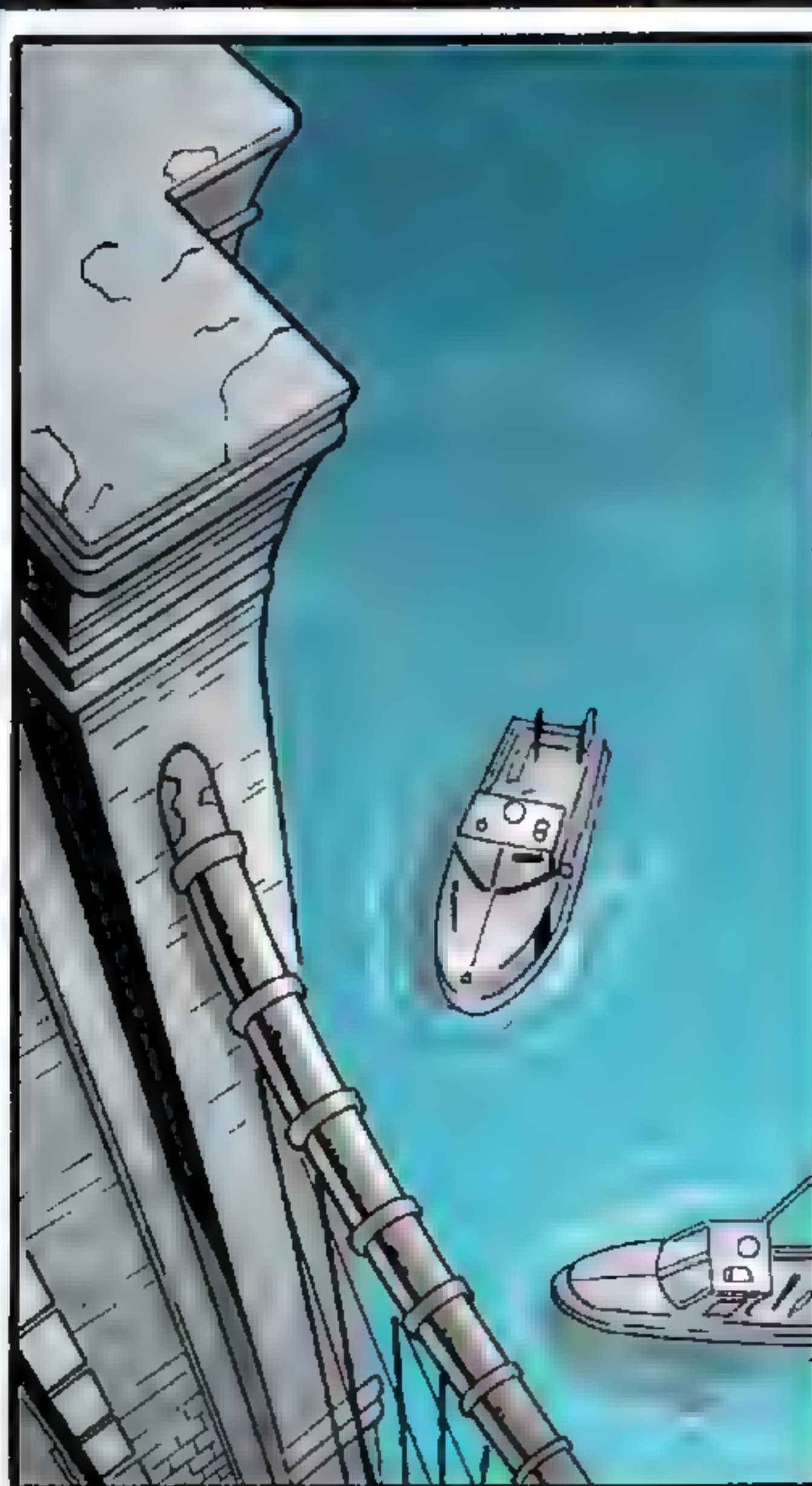
HE TURNED
HIMSELF INTO
THAT!

ON
PURPOSE!

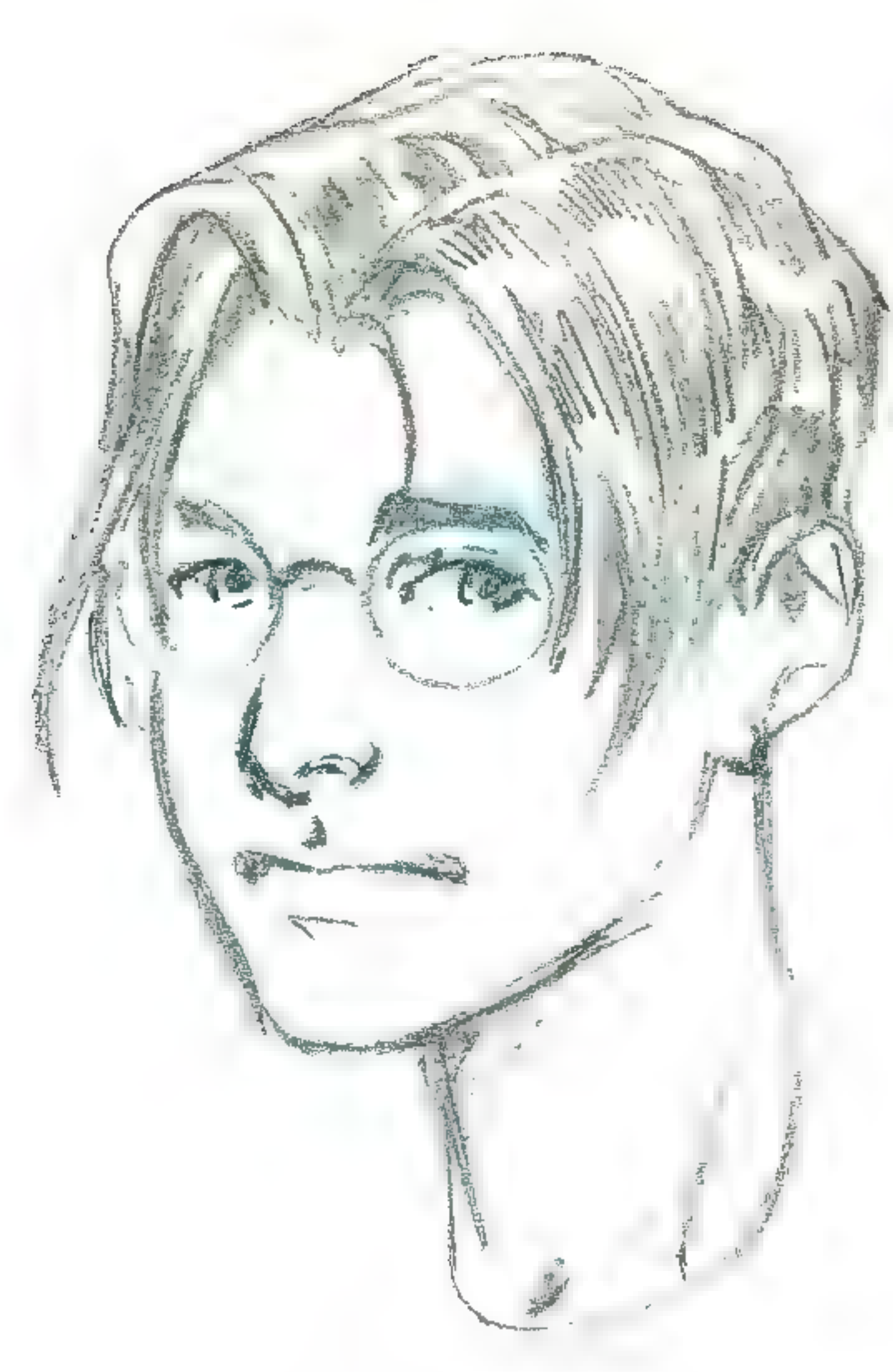
AND HE KILLED MY MOM, AND
BURNED DOWN OUR HOUSE,
AND NOW HE IS TRYING
TO KILL ME.

MAYBE IT'S A GOOD
IDEA IF YOU COME
WITH US, SON.





PETER PARKER



Peter Parker
5'11" - 9'11"
140 lbs
A LITTLE NICER
GET COOL -
ACCORDING TO 1
DAUGHTER



SPIDER-MAN

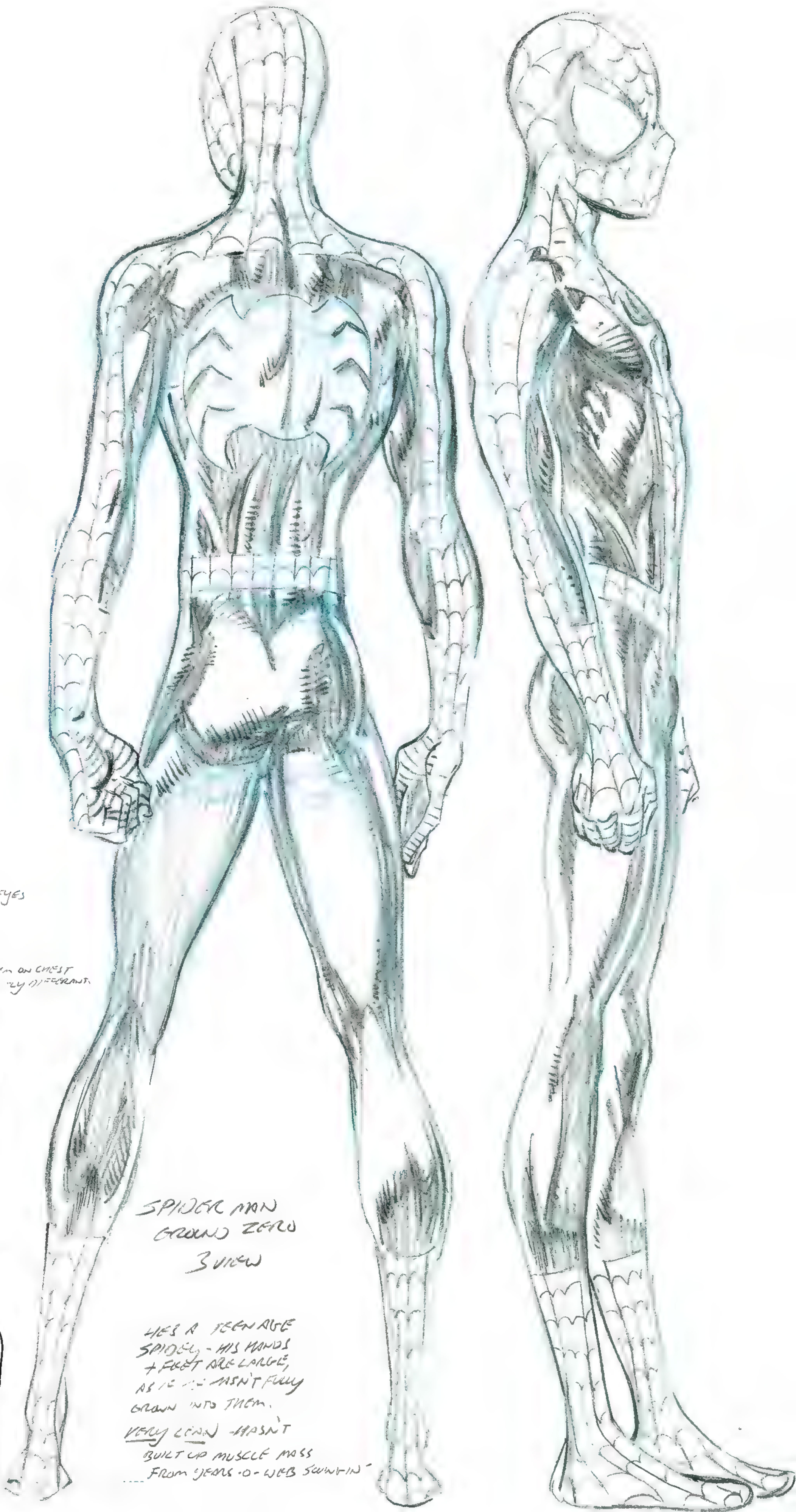


LARGE EYES

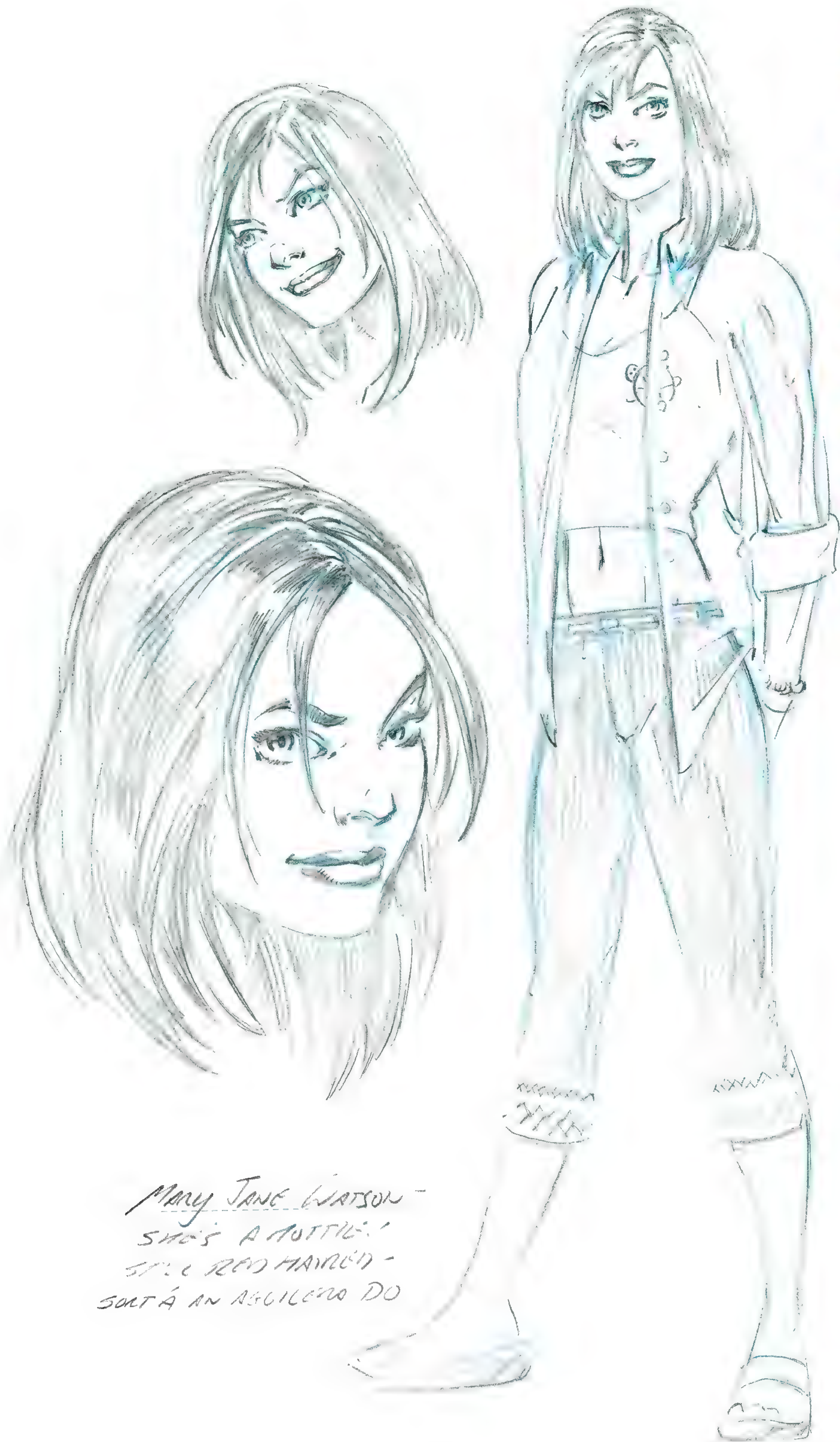
"SEEN ON CHEST"
"FLY DIFFERENT"

SPIDER MAN
GROUND ZERO
3 VIEW

LIES A TEEN AGE
SPIDEL - HIS HANDS
+ FEET ARE LARGE,
AS HE HASN'T FULLY
GROWN INTO THEM.
VERY LEAN - HASN'T
BUILT UP MUSCLE MASS
FROM YEARS O- WEB SWINGIN'



MARY JANE



Mary Jane Watson -
She's a little -
Still red haired -
Sort of an Agilero do

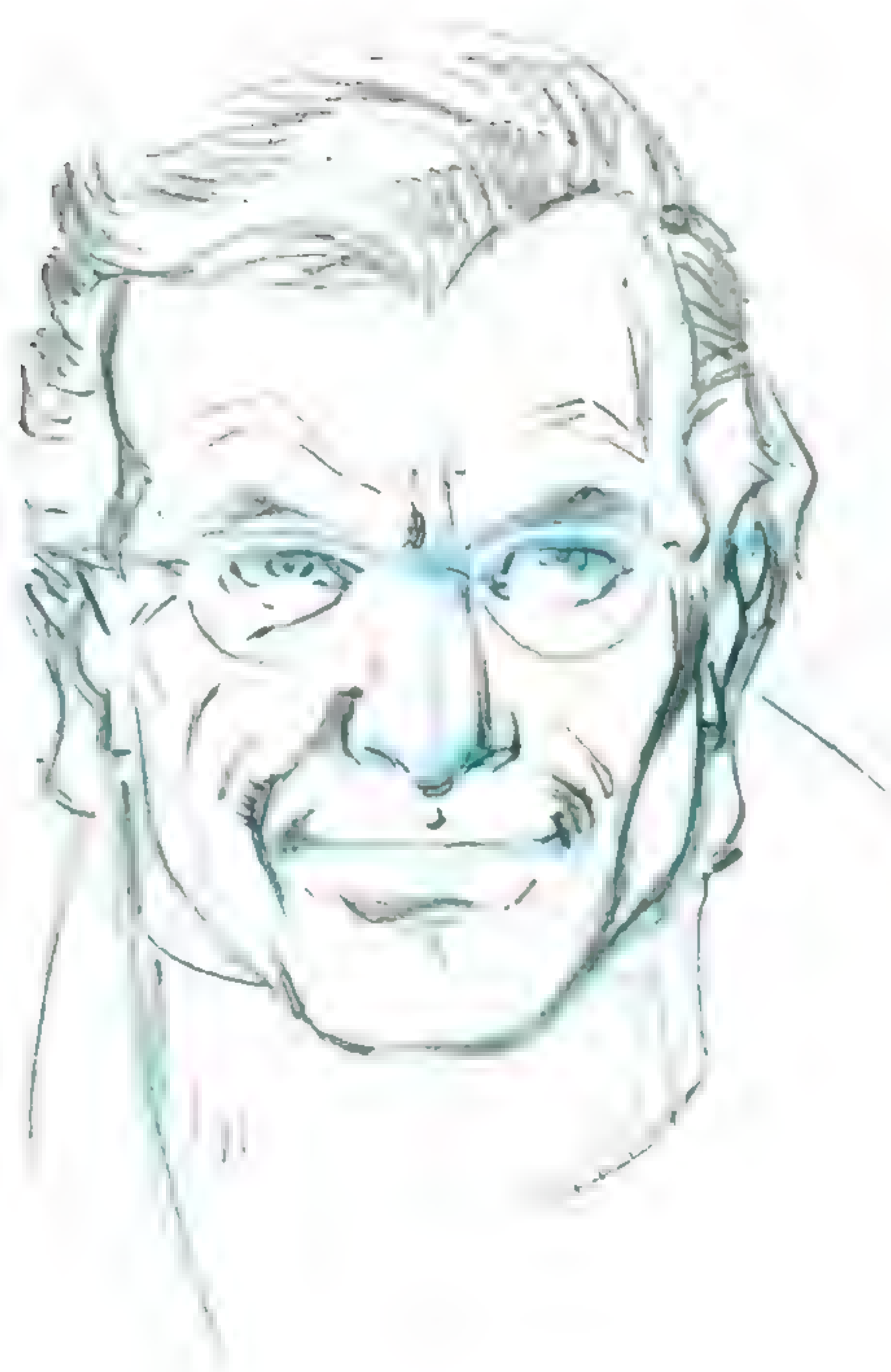
AUNT MAY



*Aunt May -
Cross Between
GENA ROWLAND +
COKIE ROBERTS*



UNCLE BEN



UNCLE BEN?
LOOKS A LIT' LIKE
Tom Pollock
MAYBE TOO HANDSOME?

NORMAN OSBORN





THE GOBLIN - J. W. MEAN

GREEN GOBLIN

HARRY OSBORN



Harry Osborn

KONG



FLASH





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A

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